

BOX INC
Form D
November 17, 2014

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents the number of restricted stock units granted to the Reporting Person on January 1, 2012 as part of the Registrant's 2007 Stock Incentive Program. The restricted stock units vest upon the completion of the three-year period ending December 31, 2014. In the event the services of the Reporting Person cease prior to the expiration of such three-year period, the restricted stock units will vest upon such cessation of service, provided however that the number of restricted stock units that vests will be reduced pro rata to the extent of the portion of the three-year period not served. Each restricted stock unit represents a right to receive one share of the Registrant's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.