

BOX INC
Form 4
January 29, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
**HERCULES TECHNOLOGY
GROWTH CAPITAL INC**

2. Issuer Name and Ticker or Trading Symbol
BOX INC [BOX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
400 HAMILTON AVENUE, SUITE 310

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2015

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)
PALO ALTO, CA 94301

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Existing Class A Common Stock | 01/28/2015 | | C | | 803,052 | A | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Existing Class A Common Stock <u>(7)</u> | 01/28/2015 | | J | | 803,052 | D | <u>(7)</u> 0 |
| Existing Class A | 01/28/2015 | | C | | 661,695 | A | <u>(1)</u> <u>(8)</u> 661,695 |

I See footnote

| | | | | | | | | | |
|-----------------------------------|------------|--|---|---------|---|-----|---|-----|------------------|
| Common Stock | | | | | | | | (9) | |
| Existing Class A Common Stock (7) | 01/28/2015 | | J | 661,695 | D | (7) | 0 | I | See footnote (9) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Series B Preferred Stock | (8) | 01/28/2015 | | C | | (8) (8) | Existing Class A Common Stock 271,070 |
| Series C Preferred Stock | (1) | 01/28/2015 | | C | | (1) (1) | Existing Class A Common Stock 199,219 |
| Series D-1 Preferred Stock | (2) | 01/28/2015 | | C | | (2) (2) | Existing Class A Common Stock 62,255 |
| Series C Preferred Stock | (1) | 01/28/2015 | | C | | (1) (1) | Existing Class A Common Stock 390,625 |
| Series D Preferred Stock | (4) | 01/28/2015 | | C | | (4) (4) | Existing Class A Common Stock 158,133 |
| Series D-1 Preferred | (2) | 01/28/2015 | | C | | (2) (2) | Existing Class A Common Stock 124,511 |

| Stock | | | | | | | | Stock | |
|----------------------------|------|------------|---|---------|------|------|-------------------------------|---------|--|
| Series D-2 Preferred Stock | (5) | 01/28/2015 | C | 220,751 | (5) | (5) | Existing Class A Common Stock | 220,751 | |
| Series E Preferred Stock | (6) | 01/28/2015 | C | 38,183 | (6) | (6) | Existing Class A Common Stock | 38,183 | |
| Class B Common Stock | (10) | 01/22/2015 | J | 803,052 | (10) | (10) | Class A Common Stock | 803,052 | |
| Class B Common Stock | (10) | 01/28/2015 | J | 661,695 | (10) | (10) | Class A Common Stock | 661,695 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HERCULES TECHNOLOGY GROWTH CAPITAL INC 400 HAMILTON AVENUE SUITE 310 PALO ALTO, CA 94301 | | | X | |

Signatures

s/s Ben Bang, Associate General Counsel
01/28/2015

**Signature of Reporting Person

Date

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) The Series C Preferred Stock automatically converted into Existing Class A Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
 - (2) The Series D-1 Preferred Stock automatically converted into Existing Class A Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
 - (3) The Series C Preferred Stock automatically converted into Existing Class A Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
 - (4) The Series D Preferred Stock automatically converted into Existing Class A Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
 - (5) The Series D-2 Preferred Stock automatically converted into Existing Class A Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
 - (6) The Series E Preferred Stock automatically converted into Existing Class A Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

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- (7) Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Existing Class A Common Stock, each share of Existing Class A Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- (8) The Series B Preferred Stock automatically converted into Existing Class A Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (9) Hercules Technology Growth Capital, Inc., the manager of Hercules Technology SBIC Management, LLC, the General Partner of Hercules Technology II, L.P., has sole voting and dispositive power with respect to the shares held by Hercules Technology II, L.P. and share voting and dispositive power with respect to the shares held by Hercules Technology II, L.P.
- (10) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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