Smith Dylan C Form 4 April 12, 2018

## FORM 4

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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

**OMB** 

Number:

response...

**OMB APPROVAL** 

3235-0287

0.5

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Smith Dylan C

Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First)

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 04/10/2018

BOX INC [BOX]

\_X\_\_ Director X 10% Owner \_\_Other (specify

(Check all applicable)

Chief Financial Officer

X\_ Officer (give title below)

900 JEFFERSON AVE.

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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

REDWOOD CITY, CA 94063

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### 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)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Underlying (Instr. 3 and

### Edgar Filing: Smith Dylan C - Form 4

Security			(Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance-based Employee Stock Option (right to	\$ 20.28	04/10/2018	A		250,000		<u>(1)</u>	04/10/2028	Class A Common Stock

(Month/Day/Year) (Instr. 8) Acquired (A) or

Disposed of (D)

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting 6 wher runne / runness	Director	10% Owner	Officer	Other			
Smith Dylan C 900 JEFFERSON AVE. REDWOOD CITY, CA 94063	X	X	Chief Financial Officer				

## **Signatures**

buy)

/s/ Peter McGoff, Attorney-in-Fact 04/12/2018

Price of

Derivative

\*\*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).

1/4 of the shares subject to the option vest on March 20, 2019, and 1/48 of the shares vest monthly thereafter, subject to both (a) continued service to Box through each applicable vesting date, and (b) the closing stock price of the Company's Class A stock must have closed at or above \$28 for 30 consecutive trading days prior to April 11, 2022. If the performance condition in clause (b) is not met prior to April 11, 2022, then no options will vest and all will be forfeited. The performance condition in clause (b) need only be met one time prior to April 11, 2022 in order for it to be satisfied. If the performance condition is achieved the options will expire on the 10th

to April 11, 2022, then no options will vest and all will be forfeited. The performance condition in clause (b) need only be met one time prior to April 11, 2022 in order for it to be satisfied. If the performance condition is achieved, the options will expire on the 10th anniversary of the grant date.

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.

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