

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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**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 \*  
McGoff Peter M

(Last) (First) (Middle)  
4440 EL CAMINO REAL  
(Street)

LOS ALTOS, CA 94022

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
SVP, Gen. Counsel & Secretary

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		31,250 (1) (2)	D	(2) 0
Existing Class A Common Stock	01/28/2015		C		31,250 (2) (3)	A	(2) 31,250
Existing Class A Common Stock	01/28/2015		J		31,250 (3) (4)	D	(4) 0

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Class A Common Stock	01/28/2015	J	31,250 <u>(4)</u> <u>(5)</u>	A	<u>(4)</u>	31,250	D
Existing Class A Common Stock <u>(2)</u>	01/28/2015	C	150,000 <u>(6)</u>	A	<u>(2)</u>	150,000 <u>(6)</u>	D
Existing Class A Common Stock <u>(4)</u>	01/28/2015	J	150,000 <u>(6)</u>	D	<u>(4)</u>	0	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Existing Class B Common Stock <u>(2)</u>	<u>(2)</u>	01/28/2015		C	150,000 <u>(6)</u>	<u>(2)</u> <u>(2)</u>	Existing Class A Common Stock
Class B Common Stock <u>(4)</u> <u>(7)</u>	<u>(7)</u>	01/28/2015		J	150,000 <u>(6)</u>	<u>(7)</u> <u>(7)</u>	Class A Common Stock
Employee Stock Option (right to buy)	\$ 1.16	01/28/2015		C	125,000	<u>(8)</u> 04/26/2022	Existing Class B Common Stock <u>(2)</u>
Employee Stock Option (right to buy)	\$ 1.16	01/28/2015		C	125,000	<u>(8)</u> 04/26/2022	Existing Class A Common Stock <u>(2)</u>

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Employee Stock Option (right to buy)	\$ 1.16	01/28/2015	J	125,000	<u>(8)</u>	04/26/2022	Existing Class A Common Stock <u>(4)</u>
Employee Stock Option (right to buy)	\$ 1.16	01/28/2015	J	125,000	<u>(8)</u>	04/26/2022	Class B Common Stock <u>(4)</u> <u>(7)</u>
Employee Stock Option (right to buy)	\$ 17.85	01/28/2015	C	25,000	<u>(9)</u>	04/02/2024	Existing Class B Common Stock <u>(2)</u>
Employee Stock Option (right to buy)	\$ 17.85	01/28/2015	C	25,000	<u>(9)</u>	04/02/2024	Existing Class A Common Stock <u>(2)</u>
Employee Stock Option (right to buy)	\$ 17.85	01/28/2015	J	25,000	<u>(9)</u>	04/02/2024	Existing Class A Common Stock <u>(4)</u>
Employee Stock Option (right to buy)	\$ 17.85	01/28/2015	J	25,000	<u>(9)</u>	04/02/2024	Class B Common Stock <u>(4)</u> <u>(7)</u>
Employee Stock Option (right to buy)	\$ 14.05	01/28/2015	C	37,500	<u>(10)</u>	01/01/2025	Existing Class B Common Stock <u>(2)</u>
Employee Stock Option (right to buy)	\$ 14.05	01/28/2015	C	37,500	<u>(10)</u>	01/01/2025	Existing Class A Common Stock <u>(2)</u>
Employee Stock Option (right to buy)	\$ 14.05	01/28/2015	J	37,500	<u>(10)</u>	01/01/2025	Existing Class A Common Stock <u>(4)</u>
	\$ 14.05	01/28/2015	J	37,500	<u>(10)</u>	01/01/2025	

