

McGoff Peter M
Form 4
June 05, 2018

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 *
McGoff Peter M

(Last) (First) (Middle)
900 JEFFERSON AVE
(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2018

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)
Chief Legal Officer

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	(D)	Price
Class A Common Stock	06/01/2018		M		14,843	A	\$ 0
					45,781 ⁽¹⁾	D	
Class A Common Stock	06/01/2018		C		65,000	A	\$ 0
Class A Common Stock	06/01/2018		C		25,000	A	\$ 0
Class A Common Stock	06/01/2018		C		29,687	A	\$ 0
					165,468	D	

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Stock

Class A Common Stock	06/01/2018		C	15,492	A	\$ 0	180,960	D
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Class A Common Stock	06/01/2018		S	150,022	D	\$ 26.31 <u>(2)</u>	30,938	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.16	06/01/2018		M	65,000	<u>(3)</u> 04/27/2022	Class B Common Stock 65,000
Employee Stock Option (right to buy)	\$ 17.85	06/01/2018		M	25,000	<u>(4)</u> 04/02/2024	Class B Common Stock 25,000
Employee Stock Option (right to buy)	\$ 14.05	06/01/2018		M	29,687	<u>(5)</u> 01/02/2025	Class B Common Stock 29,687
Employee Stock Option (right to buy)	\$ 17.52	06/01/2018		M	14,843	<u>(5)</u> 06/18/2025	Class A Common Stock 14,843
	<u>(7)</u>	06/01/2018		M	65,000	<u>(7)</u> <u>(7)</u>	65,000

Class	Common Stock	Quantity	Acquired	Exercised	Unvested	Unvested	Class A Common Stock	Quantity
Class B	Common Stock	(7)	06/01/2018	M	25,000	(7)	Class A Common Stock	25,000
Class B	Common Stock	(7)	06/01/2018	M	29,687	(7)	Class A Common Stock	29,687
Class B	Common Stock	(7)	06/01/2018	C	65,000	(7)	Class A Common Stock	65,000
Class B	Common Stock	(7)	06/01/2018	C	25,000	(7)	Class A Common Stock	25,000
Class B	Common Stock	(7)	06/01/2018	C	29,687	(7)	Class A Common Stock	29,687
Class B	Common Stock	(7)	06/01/2018	C	15,492	(7)	Class A Common Stock	15,492

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGoff Peter M 900 JEFFERSON AVE REDWOOD CITY, CA 94063			Chief Legal Officer	

Signatures

/s/ Peter McGoff 06/05/2018

**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) This number reflects the cancellation of unvested RSUs in connection with the Reporting Person's departure from Box, Inc., as reported in the Form 8-K that was filed with the SEC on 5/8/2018.
This sale price represents the weighted average sale price of the shares sold ranging from \$25.99 to \$26.51 per share. Upon request by the
- (2) Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- (3) All of this option grant's shares became fully exercisable as of 4/23/2016.
- (4) All of this option grant's shares became fully exercisable as of 02/01/18.

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- (5) One fourth of the shares subject to the option vested on March 20, 2016 and one forty-eighth of the shares vest monthly thereafter, provided that the Reporting Person was a Service Provider as of each vesting date.
- (6) This number reflects the cancellation of unvested options in connection with the Reporting Person's departure from Box, Inc., as reported in the Form 8-K that was filed with the SEC on 5/8/2018.
- (7) 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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