

BOX INC

Form 3

January 22, 2015

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

TPG Growth II Advisors, Inc.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/22/2015

3. Issuer Name **and** Ticker or Trading Symbol

BOX INC [BOX]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

6. Individual or Joint/Group

Filing(Check Applicable Line)

☐ Form filed by One Reporting
Person☒ Form filed by More than One
Reporting PersonC/O TPG GLOBAL, LLC,, 301
COMMERCE STREET, SUITE
3300

(Street)

FORT WORTH, TX 76102

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities

Beneficially Owned

(Instr. 4)

3. Ownership

Form:

Direct (D)

or Indirect

(I)

(Instr. 5)

4. Nature of Indirect Beneficial

Ownership

(Instr. 5)

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security

(Instr. 4)

2. Date Exercisable and

Expiration Date

(Month/Day/Year)

Date

Exercisable

Expiration

Date

3. Title and Amount of

Securities Underlying

Derivative Security

(Instr. 4)

Title

Amount or

Number of

4. Conversion

or Exercise

Price of

Derivative

Security

5. Ownership

Form of

Derivative

Security:

Direct (D)

6. Nature of Indirect

Beneficial Ownership

(Instr. 5)

Shares

or Indirect
(1)
(Instr. 5)

Series F Preferred Stock	Â (4)	Â (4)	Existing Class A Common Stock	3,750,000 (4)	\$ (4)	I	See Explanation of Responses (1) (2) (3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TPG Growth II Advisors, Inc. C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â	Â X	Â	Â
BONDERMAN DAVID C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â	Â X	Â	Â
COULTER JAMES G C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â	Â X	Â	Â

Signatures

/s/ Ronald Cami, Vice President, TPG Growth II Advisors,
Inc. (5) 01/22/2015

__Signature of Reporting Person

Date

/s/ Ronald Cami on behalf of David Bonderman (5)(6) 01/22/2015

__Signature of Reporting Person

Date

/s/ Ronald Cami on behalf of James G. Coulter (5)(6) 01/22/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) David Bonderman and James G. Coulter are officers and sole shareholders of TPG Growth II Advisors, Inc. ("Growth II Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of TPG Bogota Holdings, L.P. ("TPG Bogota"), which directly holds 3,750,000 shares of Series F Preferred Stock (the "Series F Preferred") of Box, Inc. (the "Issuer").

(2) Because of the relationship between the Reporting Persons and TPG Bogota, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of TPG Bogota. Each of TPG Bogota and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of TPG Bogota's or such Reporting Person's pecuniary interest therein, if any.

(3) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial

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owners of any equity securities in excess of their respective pecuniary interests.

- (4) Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, the shares of Series F Preferred are convertible, at the option of the holder, at any time into shares of existing Class A Common Stock, par value \$0.0001 per share, of the Issuer, at an initial conversion rate equal to one share of existing Class A Common Stock per share of Series F Preferred. The initial conversion rates are subject to adjustment as provided in the Amended and Restated Certificate of Incorporation.

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Remarks:

(5) The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.

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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