BOX INC
Form 3
January 22, 2015

FORM 3

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

OMB APPROVAL

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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 *
Â Smith Dylan C
(Last) (First) (Middle)

4440 EL CAMINO REAL
(Street)

LOS ALTOS,Â CAÂ 94022
(City) (State) (Zip)

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 Issuer
(Check all applicable)
__X__ Director
__X__ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Chief Financial Officer

5. 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 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)
Existing Class A Common Stock	1,316,545	D	Â
Existing Class A Common Stock	85,000	I	See footnote (1)

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

SEC 1473 (7-02)

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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	04/06/2021	Existing Class A Common Stock	17,362	$ 0.59	D	Â
Employee Stock Option (right to buy)	Â (3)	03/31/2022	Existing Class B Common Stock (4)	240,000	$ 1.16	D	Â
Employee Stock Option (right to buy)	Â (5)	03/31/2022	Existing Class B Common Stock (4)	140,000	$ 1.16	D	Â
Employee Stock Option (right to buy)	Â (6)	02/06/2023	Existing Class B Common Stock (4)	140,000	$ 4.63	D	Â
Employee Stock Option (right to buy)	Â (7)	04/02/2024	Existing Class B Common Stock (4)	140,000	$ 17.85	D	Â
Employee Stock Option (right to buy)	Â (8)	01/01/2025	Existing Class B Common Stock (4)	120,000	$ 14.05	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Dylan C 4440 EL CAMINO REAL LOS ALTOS,Â CAÂ 94022	Â X	Â X	Â Chief Financial Officer	Â

Signatures

/s/ Peter McGoff, Attorney-in-Fact	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) The shares are held of record by the DCS GRAT of 2014, for which the Reporting Person serves as trustee.

(2) The shares subject to the option are fully vested and exercisable.

(3) 1/36 of the shares subject to the option vested on February 1, 2012, and 1/36 of the shares vest monthly thereafter.

(4) Each share of the Issuer's existing Class B Common Stock ("Existing Class B Common Stock") is convertible into one share of the Issuer's existing Class A Common Stock ("Existing Class A Common Stock") upon the election of the Issuer and has no expiration date.

(5) 1/96 of the shares subject to the option vested monthly over two years beginning on February 1, 2012, and 1/32 of the shares vest monthly thereafter.

(6) 1/96 of the shares subject to the option vested monthly over two years beginning on February 1, 2013, and 1/32 of the shares vest monthly thereafter.

(7) 1/4 of the shares subject to the option vest on February 1, 2015, and 1/48 of the shares vest monthly thereafter.

(8) 1/4 of the shares subject to the option vest on March 20, 2016, and 1/48 of the shares vest monthly thereafter.

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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