

LEVIN DANIEL J
Form 4
June 18, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
LEVIN DANIEL J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
900 JEFFERSON AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/14/2018

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

REDWOOD CITY, CA 94063

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	06/14/2018		C	658,600	A 658,600	I	See footnote (2)
Class A Common Stock	06/15/2018		S(3)	78,344	D \$ 26.55 580,256 (4)	I	See footnote (2)
Class A Common Stock	06/15/2018		S(3)	1,656	D \$ 26.86 578,600 (5)	I	See footnote (2)
Class A Common Stock					5,790	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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Class B Common Stock	<u>(1)</u>	06/14/2018		C		658,600		<u>(1)</u>	<u>(1)</u>	Class A Common Stock
Employee Stock Option (right to buy)	\$ 4.63	06/14/2018		<u>J(6)</u>		300,000		<u>(7)</u>	04/18/2023	Class B Common Stock
Employee Stock Option (right to buy)	\$ 4.63	06/14/2018		<u>J(6)</u>	300,000			<u>(7)</u>	04/18/2023	Class A Common Stock
Employee Stock Option (right to buy)	\$ 4.63	06/14/2018		<u>J(6)</u>		300,000		<u>(8)</u>	04/18/2023	Class B Common Stock
Employee Stock Option (right to buy)	\$ 4.63	06/14/2018		<u>J(6)</u>	300,000			<u>(8)</u>	04/18/2023	Class A Common Stock
Employee Stock Option (right to buy)	\$ 17.85	06/14/2018		<u>J(6)</u>		300,000		<u>(9)</u>	04/02/2024	Class B Common Stock
Employee Stock Option	\$ 17.85	06/14/2018		<u>J(6)</u>	300,000			<u>(9)</u>	04/02/2024	Class A Common Stock

(right to buy)

Employee Stock

Option	\$ 14.05	06/14/2018	J ⁽⁶⁾	188,499	⁽¹⁰⁾	01/01/2025	Class B Common Stock
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Employee Stock

Option	\$ 14.05	06/14/2018	J ⁽⁶⁾	188,499	⁽¹⁰⁾	01/01/2025	Class A Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVIN DANIEL J 900 JEFFERSON AVENUE REDWOOD CITY, CA 94063		X		

Signatures

/s/ David Leeb, Attorney-in-Fact 06/18/2018

__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 does not represent a sale or purchase of Issuer's common stock; rather, it represents the automatic conversion of shares of the Issuer's Class B Common Stock into shares of the Issuer's Class A Common Stock, which occurred when outstanding Class B Common Stock no longer represented at least 5% of the Issuer's total outstanding common stock, as set forth in the Issuer's Amended and Restated Certificate of Incorporation.
 - (2) The shares are held of record by Daniel J. Levin and Naomi J. Andrews, as Trustees of the Levin/Andrews Family Trust.
 - (3) The reported sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 10, 2017.

This sale price represents the weighted average sale price of the shares sold ranging from \$25.85 to \$26.845 per share. Upon request by the 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.
 - (5) This sale price represents the weighted average sale price of the shares sold ranging from \$26.85 to \$26.87 per share. Upon request by the 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.
 - (6) In connection with the automatic conversion described in footnote (1) above, outstanding Class B Common Stock restricted stock units and options that were issued under the Issuer's 2011 Equity Incentive Plan and 2006 Stock Incentive Plan remain unchanged, except that the underlying shares are now Class A Common Stock.
 - (7) 1/96 of the shares subject to the option vest monthly over two years beginning on March 1, 2013, and 1/32 of the shares vest monthly thereafter.
 - (8) The shares subject to the option are fully vested and exercisable.

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(9) 1/4 of the shares subject to the option vest on February 1, 2015, and 1/48 of the shares vest monthly thereafter.

(10) 1/4 of the shares subject to the option vest on March 20, 2016, and 1/48 of the shares vest monthly thereafter.

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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