

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 * |                    | 2. Date of Event Requiring Statement                       | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â TPG Growth II Advisors, Inc.            |                    | (Month/Day/Year)   | BOX INC [BOX]                                      |  |
| (Last)                                    | (First)            | (Middle)   | 01/22/2015   |  |
| C/O TPG GLOBAL, LLC,,Â 301                |                    | 4. Relationship of Reporting Person(s) to Issuer           |  | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| COMMERCE STREET, SUITE                    |                    | (Check all applicable)                                     |  |  |
| 3300                                      |                    | _____ Director   |  | _____ 10% Owner                                      |
| (Street)                                  | _____ Officer      |  | _____ Other  |  |
|   | (give title below) |  | (specify below)                                    |  |
| FORT WORTH,Â TXÂ 76102                    |                    | 6. Individual or Joint/Group Filing(Check Applicable Line) |  |  |
| (City)                                    | (State)            | (Zip)  | ___ Form filed by One Reporting Person             |  |
|   |                    |  | _X_ Form filed by More than One Reporting Person   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of                                  |  |

|                          |       |       |  | Shares           |        | or Indirect<br>(1)<br>(Instr. 5) |   |
|--------------------------|-------|-------|--|------------------|--------|----------------------------------|---|
| Series F Preferred Stock | Â (4) | Â (4) | Existing<br>Class A<br>Common<br>Stock | 3,750,000<br>(4) | \$ (4) | I                                | See Explanation of<br>Responses (1) (2) (3) |

## Reporting Owners

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

## Signatures

|  |                                 |            |
|--|---------------------------------|------------|
| /s/ Ronald Cami, Vice President, TPG Growth II Advisors,<br>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.

Â

**Remarks:**

(5)Â TheÂ ReportingÂ PersonsÂ areÂ jointlyÂ filingÂ thisÂ FormÂ 3Â pursuantÂ toÂ RuleÂ 16a-3(j)Â underÂ theÂ Exch

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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