

BOX INC  
Form SC 13G/A  
February 14, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1) \*

Box, Inc.  
(Name of Issuer)

Class A Common Stock, par value \$0.0001  
(Title of Class of Securities)

10316T104  
(CUSIP Number)

December 31, 2016  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 11 Pages

Exhibit Index Contained on Page 9

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1 NAME Meritech  
 OF Capital  
 REPORTING PERSONS IV  
 PERSON. ("MCP IV")  
 CHECK THE  
 2 APPROPRIATE BOX  
 IF A MEMBER OF A  
 GROUP\*

3 (a)  (b)   
 SEC USE ONLY  
 4 CITIZENSHIP OR  
 PLACE OF  
 ORGANIZATION  
 Delaware

SOLE  
 VOTING  
 POWER  
 2,391,097  
 shares, except  
 that Meritech  
 Capital  
 NUMBER OF Associates IV  
 SHARES 5 L.L.C. ("MCA  
 BENEFICIALLY IV"), the general  
 partner of MCP  
 OWNED BY IV, may be  
 EACH deemed to have  
 sole voting  
 REPORTING power with  
 respect to such  
 PERSON shares.  
 SHARED  
 6 POWER  
 WITH See response to  
 row 5.  
 7 SOLE  
 DISPOSITIVE  
 POWER  
 2,391,097  
 shares, except  
 that MCA IV,  
 the general  
 partner of MCP  
 IV, may be  
 deemed to have  
 sole dispositive

power with  
respect to such  
shares.

SHARED  
DISPOSITIVE  
8 POWER

See response to  
row 7.

9 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED  
BY 2,391,097  
EACH  
REPORTING  
PERSON  
CHECK  
BOX IF

10 THE  
AGGREGATE  
AMOUNT  
IN  
ROW 9  
EXCLUDES  
CERTAIN  
SHARES\*  
PERCENT  
OF  
CLASS  
REPRESENTED

11 BY 3.8%  
AMOUNT  
IN  
ROW 9

12 TYPE  
OF  
REPORTING  
PERSON\*

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1 NAME Meritech  
 OF Capital  
 REPORTING Affiliates IV  
 PERSON L.P. ("MC AFF  
 IV")

2 CHECK THE  
 APPROPRIATE BOX  
 IF A MEMBER OF A  
 GROUP\*

3 (a)  (b)   
 SEC USE ONLY  
 CITIZENSHIP OR  
 4 PLACE OF  
 ORGANIZATION

Delaware

SOLE  
 VOTING  
 POWER  
 59,049 shares,  
 except that  
 MCA IV, the  
 5 general partner  
 of MC AFF IV,  
 may be deemed  
 to have sole  
 voting power  
 with respect to  
 such shares.

NUMBER OF

SHARES

SHARED  
 VOTING  
 6 POWER

BENEFICIALLY

See response to  
 row 5.

OWNED BY EACH

SOLE

REPORTING

DISPOSITIVE  
 POWER

PERSON

59,049 shares,  
 except that  
 MCA IV, the

WITH

7 general partner  
 of MC AFF IV,  
 may be deemed  
 to have sole  
 dispositive  
 power with  
 respect to such  
 shares.

SHARED  
DISPOSITIVE  
8 POWER  
See response to  
row 7.

9 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED 59,049  
BY  
EACH  
REPORTING  
PERSON  
CHECK  
BOX IF  
THE  
10 AGGREGATE  
AMOUNT.  
IN ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES\*  
PERCENT  
OF  
CLASS  
REPRESENTED  
BY  
11 AMOUNT 0.1%  
IN ROW  
9

12 TYPE OF  
REPORTING  
PERSON\*PN

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1 NAME Meritech  
 OF Capital  
 REPORTING Associates IV  
 PERSON L.L.C. ("MCA  
 IV")

2 CHECK THE  
 APPROPRIATE BOX  
 IF A MEMBER OF A  
 GROUP\*

3 (a)  (b)  x  
 SEC USE ONLY  
 CITIZENSHIP OR  
 4 PLACE OF  
 ORGANIZATION  
 Delaware

NUMBER OF SOLE  
 SHARES VOTING  
 BENEFIcially POWER  
 OWNED BY 2,450,146  
 EACH 2,391,097  
 REPORTING 5 shares are held  
 PERSON SHARED by MCP IV and  
 WITH VOTING 59,049 shares  
 6 POWER are held by MC  
 7 SOLE AFF IV, for  
 DISPOSITIVE whom MCA IV  
 POWER serves as  
 2,450,146 general partner.  
 shares, of  
 which  
 2,391,097  
 shares are held  
 by MCP IV and  
 59,049 shares  
 are held by MC  
 AFF IV, for

whom MCA IV  
serves as  
general partner.  
SHARED  
DISPOSITIVE  
8 POWER  
See response to  
row 7.

9 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED  
BY 2,450,146  
EACH  
REPORTING  
PERSON  
CHECK  
BOX IF  
THE

10 AGGREGATE  
AMOUNT  
IN ..  
ROW  
(9)

EXCLUDES  
CERTAIN  
SHARES\*  
PERCENT  
OF  
CLASS  
REPRESENTED  
BY 3.9%  
11 AMOUNT  
IN  
ROW 9

12 TYPE  
OF  
REPORTING  
PERSON\*



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This Amendment No. 1 amends the Statement on Schedule 13G previously filed by Meritech Capital Partners IV L.P., a Delaware limited partnership (“MCP IV”), Meritech Capital Affiliates IV L.P., a Delaware limited partnership (“MC AFF IV”) and Meritech Capital Associates IV L.L.C., a Delaware limited liability company (“MCA IV”). The foregoing entities are collectively referred to as the “Reporting Persons.”

ITEM 1(A). NAME OF ISSUER

Box, Inc.

ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES

ITEM 1(B).

900 Jefferson Ave.  
Redwood City, California 94063

NAME OF PERSONS FILING

ITEM

2(A). MCA IV is the general partner of each of MCP IV and MC AFF IV, and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP IV and MC AFF IV.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

Meritech Capital Partners  
245 Lytton Ave, Suite 125  
Palo Alto, CA 94301

CITIZENSHIP

ITEM

2(C). MCP IV and MC AFF IV are Delaware limited partnerships. MCA IV is a Delaware limited liability company.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Class A Common Stock, par value \$0.0001

CUSIP #10316T104

ITEM 3. Not Applicable.

OWNERSHIP

ITEM

4. Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:  
See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:  
See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:  
See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:  
See Row 8 of cover page for each Reporting Person.

ITEM OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

5. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be

the beneficial owner of more than five percent of the class of securities, check the following:  Yes

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

- ITEM 6. Under certain circumstances set forth in the limited partnership agreements of MCP IV and MC AFF IV, and the limited liability company agreement of MCA IV, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

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IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

ITEM 8.

Not applicable.

NOTICE OF DISSOLUTION OF GROUP

ITEM 9.

Not applicable.

CERTIFICATION

ITEM 10.

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2017

Entities:

Meritech Capital Partners IV L.P.  
Meritech Capital Affiliates IV L.P.  
Meritech Capital Associates IV L.L.C.

By: /s/ Joel Backman  
Joel Backman, Attorney-in-fact  
for above-listed entities

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

*NOTE:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for

other parties for whom copies are to be sent.

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)**

EXHIBIT INDEX

<u>Exhibit</u>	Found on Sequentially <u>Numbered Page</u>
Exhibit A: Agreement of Joint Filing	10
Exhibit B: Reference to Joel Backman as Attorney-in-Fact	11



exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Class A Common Stock of Box, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

exhibit B

Reference to Joel Backman as Attorney-in-Fact

Joel Backman has signed the enclosed documents as Attorney-In-Fact. Note that a copy of the applicable Power of Attorney is already on file with the appropriate agencies.