

BOX INC  
Form DEF 14A  
May 08, 2018  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 14A**  
**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-2

**BOX, INC.**

**(Name of Registrant as Specified In Its Charter)**

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No fee required.

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**BOX, INC.**

**900 JEFFERSON AVE.**

**REDWOOD CITY, CALIFORNIA 94063**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held at 1:30 p.m. Pacific Time on Wednesday, June 20, 2018**

Dear Stockholders of Box, Inc.:

We cordially invite you to attend the 2018 annual meeting of stockholders (the Annual Meeting) of Box, Inc., a Delaware corporation, which will be held on **Wednesday, June 20, 2018 at 1:30 p.m. Pacific Time**. This year's Annual Meeting will be a completely virtual meeting of stockholders. You can attend the Annual Meeting by visiting [www.virtualshareholdermeeting.com/BOX2018](http://www.virtualshareholdermeeting.com/BOX2018) where you will be able to listen to the meeting live, submit questions and vote online.

We are holding the Annual Meeting for the following purposes, as more fully described in the accompanying proxy statement:

1. To elect three Class I directors to serve until the 2021 annual meeting of stockholders and until their successors are duly elected and qualified;
2. To approve, on an advisory basis, the compensation of our named executive officers;
3. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2019; and
4. To transact such other business that may properly come before the Annual Meeting or any adjournments or postponements thereof.

Our board of directors has fixed the close of business on April 27, 2018 as the record date for the Annual Meeting (the Record Date). Only stockholders of record on April 27, 2018 are entitled to notice of and to vote at the Annual Meeting. Further information regarding voting rights and the matters to be voted upon is presented in the accompanying proxy statement.

On or about May 8, 2018, we expect to mail to our stockholders a Notice of Internet Availability of Proxy Materials (the Notice) containing instructions on how to access our proxy statement and annual report. The Notice provides instructions on how to vote via the Internet or by telephone and includes instructions on how to receive a paper copy of our proxy materials by mail. The accompanying proxy statement and our annual report can be accessed directly at the following Internet address: <https://materials.proxyvote.com/10316T>. You will be asked to enter the sixteen-digit control number located on your Notice or proxy card.

**YOUR VOTE IS IMPORTANT. Whether or not you plan to attend the Annual Meeting, we urge you to submit your vote via the Internet, telephone or mail as soon as possible to ensure your shares are represented. For additional instructions on voting by telephone or the Internet, please refer to your proxy card. Returning the proxy does not deprive you of your right to attend the Annual Meeting and to vote your shares at the Annual**

**Meeting.**

We appreciate your continued support of Box.

By order of the Board of Directors,  
Aaron Levie  
Chairman and Chief Executive Officer  
Redwood City, California  
May 8, 2018

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**BOX, INC.**

**PROXY STATEMENT**

**FOR 2018 ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held at 1:30 p.m. Pacific Time on Wednesday, June 20, 2018**

This proxy statement and the enclosed form of proxy are furnished in connection with the solicitation of proxies by our board of directors (the Board of Directors ) for use at the 2018 annual meeting of stockholders of Box, Inc., a Delaware corporation, and any postponements, adjournments or continuations thereof (the Annual Meeting ). The Annual Meeting will be held virtually on Wednesday, June 20, 2018 at 1:30 p.m. Pacific Time. You can attend the Annual Meeting by visiting [www.virtualshareholdermeeting.com/BOX2018](http://www.virtualshareholdermeeting.com/BOX2018), where you will be able to listen to the meeting live, submit questions and vote online. The Notice of Internet Availability of Proxy Materials (the Notice ) containing instructions on how to access this proxy statement and our annual report is first being mailed on or about May 8, 2018 to all stockholders entitled to vote at the Annual Meeting.

The information provided in the question and answer format below is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully. Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement and references to our website address in this proxy statement are inactive textual references only.

**What matters am I voting on?**

You will be voting on:

the election of three Class I directors to serve until our 2021 annual meeting of stockholders and until their successors are duly elected and qualified;

a proposal to approve, on an advisory basis, the compensation of our named executive officers;

a proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2019; and

any other business as may properly come before the Annual Meeting.

**How does the Board of Directors recommend I vote on these proposals?**

Our Board of Directors recommends a vote:

FOR the election of Dana Evan, Steven Krausz, and Aaron Levie as Class I directors;

FOR the approval, on an advisory basis, of the compensation of our named executive officers; and

FOR the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2019.

**Who is entitled to vote?**

Holders of either class of our common stock as of the close of business on April 27, 2018 (the Record Date ) may vote at the Annual Meeting. As of the Record Date, there were 128,807,185 shares of our Class A common stock outstanding and 11,109,518 shares of our Class B common stock outstanding. Our Class A common stock and Class B common stock will vote as a single class on all matters described in this proxy statement for which your vote is being solicited. Stockholders are not permitted to cumulate votes with respect to the election of directors. Each share of Class A common stock is entitled to one vote on each proposal and each share of Class B Common Stock is entitled to 10 votes on each proposal. Our Class A common stock and Class B common stock are collectively referred to in this proxy statement as our common stock.



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*Registered Stockholders.* If shares of our common stock are registered directly in your name with our transfer agent, you are considered the stockholder of record with respect to those shares and the Notice was provided to you directly by us. As the stockholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or to vote live at the Annual Meeting. Throughout this proxy statement, we refer to these registered stockholders as stockholders of record.

*Street Name Stockholders.* If shares of our common stock are held on your behalf in a brokerage account or by a bank or other nominee, you are considered to be the beneficial owner of shares that are held in street name, and the Notice was forwarded to you by your broker, bank or other nominee, who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker, bank or other nominee as to how to vote your shares. Beneficial owners are also invited to attend the Annual Meeting. However, since a beneficial owner is not the stockholder of record, you may not vote your shares of our common stock live at the Annual Meeting unless you follow your broker, bank or other nominee's procedures for obtaining a legal proxy. If you request a printed copy of our proxy materials by mail, your broker, bank or other nominee will provide a voting instruction form for you to use. Throughout this proxy statement, we refer to stockholders who hold their shares through a broker, bank or other nominee as street name stockholders.

### **How many votes are needed for approval of each proposal?**

*Proposal No. 1:* The election of directors requires a plurality of the voting power of the shares of our common stock present virtually or by proxy at the Annual Meeting and entitled to vote thereon to be approved. Plurality means that the nominees who receive the largest number of votes cast For such nominees are elected as directors. As a result, any shares not voted For a particular nominee (whether as a result of stockholder abstention or a broker non-vote) will not be counted in such nominee's favor and will have no effect on the outcome of the election. You may vote For or Withhold on each of the nominees for election as a director. Broker non-votes will have no effect on the outcome of this proposal.

*Proposal No. 2:* The approval, on an advisory basis, of the compensation of our named executive officers, requires the affirmative vote of at least a majority of the voting power of our common stock present virtually or by proxy at the Annual Meeting and entitled to vote thereon to be approved. You may vote For, Against, or Abstain with respect to this proposal. Abstentions are considered votes present and entitled to vote on this proposal, and thus, will have the same effect as a vote Against this proposal. Broker non-votes will have no effect on the outcome of this proposal. However, because this proposal is an advisory vote, the result will not be binding on our Board of Directors or our company. Our Board of Directors and our Compensation Committee will consider the outcome of the vote when determining named executive officer compensation in the future.

*Proposal No. 3:* The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2019, requires the affirmative vote of a majority of the voting power of the shares of our common stock present virtually or by proxy at the Annual Meeting and entitled to vote thereon to be approved. Abstentions are considered votes present and entitled to vote on this proposal, and thus, will have the same effect as a vote Against this proposal. Broker non-votes will have no effect on the outcome of this proposal.

### **What is a quorum?**

A quorum is the minimum number of shares required to be present at the Annual Meeting to properly hold an annual meeting of stockholders and conduct business under our amended and restated bylaws and Delaware law. The presence, virtually or by proxy, of a majority of the voting power of all issued and outstanding shares of our common stock entitled to vote at the Annual Meeting will constitute a quorum at the Annual Meeting. Abstentions, withhold votes and broker non-votes are counted as shares present and entitled to vote for purposes of determining a quorum.

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### **How do I vote?**

If you are a stockholder of record, there are four ways to vote:

by Internet at [www.proxyvote.com](http://www.proxyvote.com), 24 hours a day, seven days a week, until 11:59 p.m. Eastern Time on June 19, 2018 (have your Notice or proxy card in hand when you visit the website);

by toll-free telephone until 11:59 p.m. Eastern Time on June 19, 2018 at 1-800-690-6903 if you are a registered stockholder or 1-800-454-8683 if you are a beneficial stockholder (be sure to have your Notice or proxy card in hand when you call);

by completing and mailing your proxy card so it is received prior to the Annual Meeting (if you received printed proxy materials); or

by attending the Annual Meeting by visiting [www.virtualshareholdermeeting.com/BOX2018](http://www.virtualshareholdermeeting.com/BOX2018), where stockholders may vote and submit questions during the meeting (have your Notice or proxy card in hand when you visit the website).

Even if you plan to attend the Annual Meeting, we recommend that you also vote by proxy so that your vote will be counted if you later decide not to attend the Annual Meeting.

If you are a street name stockholder, you will receive voting instructions from your broker, bank or other nominee. You must follow the voting instructions provided by your broker, bank or other nominee in order to direct your broker, bank or other nominee on how to vote your shares. Street name stockholders should generally be able to vote by returning a voting instruction form, or by telephone or on the Internet. However, the availability of telephone and Internet voting will depend on the voting process of your broker, bank or other nominee. As discussed above, if you are a street name stockholder, you may not vote your shares live at the Annual Meeting unless you obtain a legal proxy from your broker, bank or other nominee.

### **Can I change my vote?**

Yes. If you are a stockholder of record, you can change your vote or revoke your proxy any time before the Annual Meeting by:

entering a new vote by Internet or by telephone;

completing and returning a later-dated proxy card;

notifying the Secretary of Box, Inc., in writing, at Box, Inc., 900 Jefferson Ave., Redwood City, California 94063; or

attending and voting at the Annual Meeting (although attendance at the Annual Meeting will not, by itself, revoke a proxy).

If you are a street name stockholder, your broker, bank or other nominee can provide you with instructions on how to change your vote.

**What do I need to do to attend the Annual Meeting?**

You will be able to attend the Annual Meeting online, submit your questions during the meeting and vote your shares electronically at the meeting by visiting [www.virtualshareholdermeeting.com/BOX2018](http://www.virtualshareholdermeeting.com/BOX2018). To participate in the Annual Meeting, you will need the control number included on your Notice or proxy card. The Annual Meeting webcast will begin promptly at 1:30 p.m. Pacific Time on June 20, 2018. We encourage you to access the meeting prior to the start time. Online check-in will begin at 1:15 p.m. Pacific Time, and you should allow ample time for the check-in procedures.

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### **What is the effect of giving a proxy?**

Proxies are solicited by and on behalf of our Board of Directors. Aaron Levie, Dylan Smith, and Peter McGoff have been designated as proxy holders by our Board of Directors. When proxies are properly dated, executed and returned, the shares represented by such proxies will be voted at the Annual Meeting in accordance with the instructions of the stockholder. If no specific instructions are given, however, the shares will be voted in accordance with the recommendations of our Board of Directors as described above. If any matters not described in this proxy statement are properly presented at the Annual Meeting, the proxy holders will use their own judgment to determine how to vote the shares. If the Annual Meeting is adjourned, the proxy holders can vote the shares on the new Annual Meeting date as well, unless you have properly revoked your proxy instructions, as described above.

### **Why did I receive a Notice of Internet Availability of Proxy Materials instead of a full set of proxy materials?**

In accordance with the rules of the Securities and Exchange Commission ( SEC ), we have elected to furnish our proxy materials, including this proxy statement and our annual report, primarily via the Internet. The Notice containing instructions on how to access our proxy materials is first being mailed on or about May 8, 2018 to all stockholders entitled to vote at the Annual Meeting. Stockholders may request to receive all future proxy materials in printed form by mail or electronically by e-mail by following the instructions contained in the Notice. We encourage stockholders to take advantage of the availability of our proxy materials on the Internet to help reduce the environmental impact and cost of our annual meetings of stockholders.

### **How are proxies solicited for the Annual Meeting?**

Our Board of Directors is soliciting proxies for use at the Annual Meeting. All expenses associated with this solicitation will be borne by us. We will reimburse brokers, banks or other nominees for reasonable expenses that they incur in sending our proxy materials to you if a broker, bank or other nominee holds shares of our common stock on your behalf. In addition, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Our directors and employees will not be paid any additional compensation for soliciting proxies.

### **How may my brokerage firm or other intermediary vote my shares if I fail to provide timely directions?**

Brokerage firms and other intermediaries holding shares of our common stock in street name for their customers are generally required to vote such shares in the manner directed by their customers. In the absence of timely directions, your broker will have discretion to vote your shares on our sole routine matter: the proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2019. Your broker will not have discretion to vote on any other proposals, which are non-routine matters, absent direction from you.

### **Where can I find the voting results of the Annual Meeting?**

We will announce preliminary voting results at the Annual Meeting. We will also disclose voting results on a Current Report on Form 8-K that we will file with the SEC within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Current Report on Form 8-K within four business days after the Annual Meeting, we will file a Current Report on Form 8-K to publish preliminary results and will provide the final results in an amendment to the Current Report on Form 8-K as soon as they become available.

**I share an address with another stockholder, and we received only one paper copy of the proxy materials. How may I obtain an additional copy of the proxy materials?**

We have adopted a procedure called householding, which the SEC has approved. Under this procedure, we deliver a single copy of the Notice and, if applicable, our proxy materials to multiple stockholders who share

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the same address unless we have received contrary instructions from one or more of such stockholders. This procedure reduces our printing costs, mailing costs, and fees. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards. Upon written or oral request, we will deliver promptly a separate copy of the Notice and, if applicable, our proxy materials to any stockholder at a shared address to which we delivered a single copy of any of these materials. To receive a separate copy, or, if a stockholder is receiving multiple copies, to request that we only send a single copy of the Notice and, if applicable, our proxy materials, such stockholder may contact us at the following address:

Box, Inc.

Attention: Investor Relations

900 Jefferson Ave.

Redwood City, California 94063

Tel: (877) 729-4269

Street name stockholders may contact their broker, bank or other nominee to request information about householding.

**What is the deadline to propose actions for consideration at next year's annual meeting of stockholders or to nominate individuals to serve as directors?**

*Stockholder Proposals*

Stockholders may present proper proposals for inclusion in our proxy statement and for consideration at next year's annual meeting of stockholders by submitting their proposals in writing to our Secretary in a timely manner. For a stockholder proposal to be considered for inclusion in our proxy statement for the 2019 annual meeting of stockholders, our Secretary must receive the written proposal at our principal executive offices not later than January 8, 2019. In addition, stockholder proposals must comply with the requirements of Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the Exchange Act) regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Stockholder proposals should be addressed to:

Box, Inc.

Attention: Secretary

900 Jefferson Ave.

Redwood City, California 94063

Our amended and restated bylaws also establish an advance notice procedure for stockholders who wish to present a proposal before an annual meeting of stockholders but do not intend for the proposal to be included in our proxy statement. Our amended and restated bylaws provide that the only business that may be conducted at an annual meeting of stockholders is business that is (i) specified in our proxy materials with respect to such annual meeting, (ii) otherwise properly brought before such annual meeting by or at the direction of our Board of Directors, or (iii) properly brought before such meeting by a stockholder of record entitled to vote at such annual meeting who has delivered timely written notice to our Secretary, which notice must contain the information specified in our amended

and restated bylaws. To be timely for our 2019 annual meeting of stockholders, our Secretary must receive the written notice at our principal executive offices:

not earlier than February 22, 2019; and

not later than the end of the day on March 24, 2019.

In the event that we hold the 2019 annual meeting of stockholders more than 30 days before or more than 60 days after the one-year anniversary of the Annual Meeting, notice of a stockholder proposal that is not intended to be included in our proxy statement must be received no earlier than the close of business on the 120th day before the 2019 annual meeting of stockholders and no later than the close of business on the later of the following two dates:

the 90th day prior to the 2019 annual meeting of stockholders; or



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the 10th day following the day on which public announcement of the date of our 2019 annual meeting of stockholders is first made.

If a stockholder who has notified us of his, her or its intention to present a proposal at an annual meeting of stockholders does not appear to present his, her or its proposal at such annual meeting, we are not required to present the proposal for a vote at such annual meeting.

*Nomination of Director Candidates*

Holders of our common stock may propose director candidates for consideration by our Nominating and Corporate Governance Committee. Any such recommendations should include the nominee's name and qualifications for membership on our Board of Directors and should be directed to our Secretary at the address set forth above. For additional information regarding stockholder recommendations for director candidates, see the section titled "Board of Directors and Corporate Governance - Stockholder Recommendations for Nominations to the Board of Directors."

In addition, our amended and restated bylaws permit stockholders to nominate directors for election at an annual meeting of stockholders. To nominate a director, the stockholder must provide the information required by our amended and restated bylaws. In addition, the stockholder must give timely notice to our Secretary in accordance with our amended and restated bylaws, which, in general, require that the notice be received by our Secretary within the time periods described above under the section titled "Stockholder Proposals" for stockholder proposals that are not intended to be included in a proxy statement.

*Availability of Bylaws*

A copy of our amended and restated bylaws is available on our website at <http://www.box.com/investors>. You may also contact our Secretary at the address set forth above for a copy of the relevant bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.

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Our business affairs are managed under the direction of our Board of Directors, which is currently composed of eight members. Five of our directors are independent within the meaning of the listing standards of the New York Stock Exchange. Our Board of Directors is divided into three staggered classes of directors. At each annual meeting of stockholders, a class of directors will be elected for a three-year term to succeed the same class whose term is then expiring.

The following table sets forth the names, ages as of March 31, 2018, and certain other information for each of the members of our Board of Directors with terms expiring at the Annual Meeting (who are also nominees for election as a director at the Annual Meeting) and for each of the continuing members of our Board of Directors:

	Class	Age	Position	Director Since	Current Term Expires	Expiration of Term For Which Nominated
<b>Directors with Terms Expiring at the Annual Meeting/Nominees</b>						
Dana Evan <sup>(1)(2)(3)</sup>	I	58	Director	2011	2018	2021
Steven Krausz <sup>(1)</sup>	I	63	Director	2013	2018	2021
Aaron Levie	I	33	Chairman and Chief Executive Officer	2005	2018	2021
<b>Continuing Directors</b>						
Dan Levin	II	54	Director	2010	2019	
Gary Reiner <sup>(3)</sup>	II	63	Director	2012	2019	
Josh Stein <sup>(2)(3)</sup>	II	44	Director	2006	2019	
Rory O Driscoll <sup>(2)</sup>	III	53	Director	2010	2020	
Dylan Smith	III	32	Chief Financial Officer and Director	2005	2020	

(1) Member of our Audit Committee

(2) Member of our Compensation Committee

(3) Member of our Nominating and Corporate Governance Committee

**Nominees for Director**

*Dana Evan* has served as a member of our Board of Directors since December 2011. Since 2013, Ms. Evan has served as a Venture Partner at Icon Ventures, a venture capital firm, and since July 2007 has invested in and served on the boards of directors of companies in the internet, technology and media sectors. From May 1996 until July 2007, Ms. Evan served as Chief Financial Officer of VeriSign, Inc., a provider of intelligent infrastructure services for the internet and telecommunications networks. Ms. Evan currently serves on the board of directors of Proofpoint, Inc., a security-as-a-service provider, and a number of privately held companies, and previously served on the Board of Directors of Criteo S.A., a performance display advertising company, and Fusion-io, Inc., a flash memory technology company. Ms. Evan previously served on the Boards of Directors of Omniture, Inc., an online marketing and web analytics company, until it was acquired by Adobe Systems Incorporated in October 2009 and Everyday Health, Inc.,

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a provider of digital health and wellness solutions, until it was acquired by Ziff Davis, LLC in December 2016. Ms. Evan holds a B.S. in Commerce from Santa Clara University and is a certified public accountant (inactive).

Ms. Evan was selected to serve on our Board of Directors because of her experience in operations, strategy, accounting, financial management and investor relations at both publicly and privately held technology companies.

*Steven Krausz* has served as a member of our Board of Directors since August 2013. Since 1985, Mr. Krausz has served in various roles at U.S. Venture Partners, a venture capital firm, where he currently serves

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as a Managing Member. Mr. Krausz currently serves on the boards of directors of a number of privately held companies. Mr. Krausz holds a B.S. in Electrical Engineering from Stanford University and an M.B.A. from the Stanford Graduate School of Business.

Mr. Krausz was selected to serve on our Board of Directors because of his experience as a director of both publicly and privately held technology companies.

*Aaron Levie* co-founded our company and has served as our Chairman since December 2013 and as our Chief Executive Officer and a member of our Board of Directors since April 2005. Mr. Levie attended the University of Southern California from 2003 to 2005.

Mr. Levie was selected to serve on our Board of Directors because of the perspective and experience he brings as one of our founders.

## **Continuing Directors**

*Dan Levin* served as our President and Chief Operating Officer from December 2013 until July 2017, and as our Chief Operating Officer from July 2010 until July 2017. Mr. Levin has served as a member of our Board of Directors since January 2010. From March 2009 to July 2010, Mr. Levin served as an advisor to various technology start-ups, including our company since September 2009. From July 2008 to March 2009, Mr. Levin served as the interim Chief Executive Officer of Picateers Inc., an online photo sales company. Previously, Mr. Levin served in various executive roles at Intuit Inc., a business and financial management solutions company, most recently as Vice President and General Manager, Healthcare. Mr. Levin holds a B.A. in the independent concentration of Applications of Computer Graphics to Statistical Data Analysis from Princeton University.

Mr. Levin was selected to serve on our Board of Directors because of his extensive experience with technology companies.

*Rory O Driscoll* has served as a member of our Board of Directors since April 2010. Mr. O Driscoll has worked in venture capital since 1994 as a senior member of the Bank of America investment team, which became Scale Venture Partners in 2007. Since 2007, Mr. O Driscoll has been a Managing Partner at Scale Venture Partners, a venture capital firm. Mr. O Driscoll currently serves on the boards of directors of several privately held companies. Mr. O Driscoll holds a B.Sc. from the London School of Economics.

Mr. O Driscoll was selected to serve on our Board of Directors because of his experience as a director of both publicly and privately held technology companies.

*Gary Reiner* has served as a member of our Board of Directors since August 2012. Since November 2011, Mr. Reiner has been an Operating Partner at General Atlantic LLC, a private equity firm. From September 2010 to November 2011, Mr. Reiner served as Special Advisor to General Atlantic. From 1996 to September 2010, Mr. Reiner served as Senior Vice President and Chief Information Officer at General Electric Company, a multinational conglomerate corporation. Mr. Reiner previously held other executive positions with General Electric Company since joining the company in 1991. Mr. Reiner currently serves on the boards of directors of Citigroup Inc., a financial services firm, Hewlett Packard Enterprise, a technology and enterprise products and IT services company, and on a number of General Atlantic's privately held portfolio companies. Mr. Reiner holds a B.A. in Economics from Harvard University and an M.B.A. from Harvard Business School.

Mr. Reiner was selected to serve on our Board of Directors because of his operating and management experience with technology companies.

*Dylan Smith* co-founded our company and has served as our Chief Financial Officer and as a member of our Board of Directors since April 2005. Mr. Smith holds a B.A. in Economics from Duke University.

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Mr. Smith was selected to serve on our Board of Directors because of the perspective and experience he brings as one of our founders.

*Josh Stein* has served as a member of our Board of Directors since July 2006. Since December 2006, Mr. Stein has been a Managing Director of several funds affiliated with Draper Fisher Jurvetson, a venture capital firm he joined in May 2004. Mr. Stein currently serves on the boards of directors of several privately held companies. Mr. Stein holds a B.A. in Psychology from Dartmouth College and an M.B.A. from the Stanford Graduate School of Business.

Mr. Stein was selected to serve on our Board of Directors because of his knowledge of technology companies and his experience as a director of privately held technology companies.

## **Director Independence**

Our Class A common stock is listed on the New York Stock Exchange. Under the listing standards of the New York Stock Exchange, independent directors must comprise a majority of a listed company's board of directors. In addition, the listing standards of the New York Stock Exchange require that, subject to specified exceptions, each member of a listed company's audit, compensation, and nominating and corporate governance committees be independent. Under the listing standards of the New York Stock Exchange, a director will only qualify as an independent director if, in the opinion of that listed company's board of directors, that director does not have a material relationship with the company (either directly or as a partner, shareholder or officer of an organization that has a relationship within the company).

Audit committee members must also satisfy the additional independence criteria set forth in Rule 10A-3 under the Exchange Act, and the listing standards of the New York Stock Exchange. Compensation committee members must also satisfy the additional independence criteria set forth in Rule 10C-1 under the Exchange Act and the listing standards of the New York Stock Exchange.

Our Board of Directors has undertaken a review of the independence of each of our directors. Based on information provided by each director concerning his or her background, employment and affiliations, our Board of Directors has determined that none of Ms. Evan and Messrs. Krausz, O Driscoll, Reiner, and Stein has a material relationship with the company (either directly or as a partner, shareholder or officer of an organization that has a relationship within the company) and that each of these directors is independent as that term is defined under the applicable rules and regulations of the SEC and the listing standards of the New York Stock Exchange. In making these determinations, our Board of Directors considered the current and prior relationships that each non-employee director has with our company and all other facts and circumstances our Board of Directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director, and the transactions involving them described in the section titled Related Person Transactions.

## **Board Leadership Structure**

Aaron Levie currently serves as both the Chairman of our Board of Directors and as our Chief Executive Officer. Our independent directors bring experience, oversight and expertise from outside of our company, while Mr. Levie brings company-specific experience and expertise. As one of our founders, Mr. Levie is best positioned to identify strategic priorities, lead critical discussion and execute our business plans. We believe that the structure of our Board of Directors and its committees provides effective independent oversight of management while Mr. Levie's combined role enables strong leadership, creates clear accountability and enhances our ability to communicate our message and strategy clearly and consistently to stockholders.

**Lead Independent Director**

Our Corporate Governance Guidelines provide that if our Chief Executive Officer serves as Chairman of our Board of Directors or if the Chairman is not otherwise independent, our Board of Directors will appoint a Lead

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Independent Director. Because Mr. Levie is our Chairman and Chief Executive Officer, our Board of Directors has appointed Mr. O Driscoll to serve as our Lead Independent Director. As Lead Independent Director, Mr. O Driscoll presides over regularly scheduled executive sessions of our independent directors, serves as a liaison between our Chairman and our independent directors and performs such additional duties as our Board of Directors otherwise determines and delegates.

## **Board Meetings and Committees**

During our fiscal year ended January 31, 2018, our Board of Directors held nine meetings (including regularly scheduled and special meetings), and each incumbent director attended at least 75% of the aggregate of (i) the total number of meetings of our Board of Directors held during the period for which he or she has been a director and (ii) the total number of meetings held by all committees of our Board of Directors on which he or she served during the periods that he or she served.

Although we do not have a formal policy regarding attendance by members of our Board of Directors at annual meetings of stockholders, we encourage, but do not require, our directors to attend. Seven directors attended our 2017 annual meeting of stockholders.

Our Board of Directors has established an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The composition and responsibilities of each of the committees of our Board of Directors is described below. Members will serve on these committees until their resignation or until otherwise determined by our Board of Directors.

### ***Audit Committee***

Our Audit Committee consists of Ms. Evan and Messrs. Krausz and O Driscoll, with Ms. Evan serving as the chair. Each member of our Audit Committee meets the requirements for independence for audit committee members under the listing standards of the New York Stock Exchange and SEC rules and regulations. Each member of our Audit Committee also meets the financial literacy and sophistication requirements of the listing standards of the New York Stock Exchange. In addition, our Board of Directors has determined that Ms. Evan is an audit committee financial expert within the meaning of Item 407(d) of Regulation S-K under the Securities Act of 1933, as amended. Our Audit Committee is, among other things, responsible for the following:

selecting and hiring our independent registered public accounting firm;

evaluating the performance and independence of our independent registered public accounting firm;

approving the audit and pre-approving any non-audit services to be performed by our independent registered public accounting firm;

reviewing our financial statements and related disclosures and reviewing our critical accounting policies and practices;



reviewing the adequacy and effectiveness of our internal control policies and procedures and our disclosure controls and procedures;

overseeing procedures for the treatment of complaints on accounting, internal accounting controls, or audit matters;

reviewing and discussing with management and the independent registered public accounting firm the results of our annual audit and the financial statements included in our publicly filed reports;

reviewing and approving any proposed related person transactions; and

preparing the Audit Committee report included in our annual proxy statement.

Our Audit Committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the listing standards of the New York Stock Exchange. A copy of the charter of our Audit

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Committee is available on our website at <http://www.box.com/investors>. During our fiscal year ended January 31, 2018, our Audit Committee held five meetings.

### ***Compensation Committee***

During our fiscal year ended January 31, 2018, our Compensation Committee consisted of Messrs. O Driscoll, Stein and, until his resignation from the Board of Directors in January 2018, Taylor, with Mr. Stein serving as the chair. On April 10, 2018, Ms. Evan joined our Compensation Committee. Each member of our Compensation Committee meets the requirements for independence for compensation committee members under the listing standards of the New York Stock Exchange and SEC rules and regulations, including Rule 10C-1 under the Exchange Act. Each member of our Compensation Committee is also a non-employee director, as defined pursuant to Rule 16b-3 promulgated under the Exchange Act, and an outside director, as defined pursuant to Section 162(m) of the Internal Revenue Code. Our Compensation Committee is, among other things, responsible for the following:

reviewing and approving our Chief Executive Officer's and other executive officers' annual base salaries, incentive compensation plans, including the specific goals and amounts, equity compensation, employment agreements, severance arrangements and change in control agreements, and any other benefits, compensation or arrangements;

administering our equity compensation plans;

overseeing our overall compensation philosophy, compensation plans and benefits programs; and

preparing the Compensation Committee report included in our annual proxy statement.

Our Compensation Committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the listing standards of the New York Stock Exchange. A copy of the charter of our Compensation Committee is available on our website at <http://www.box.com/investors>. During our fiscal year ended January 31, 2018, our Compensation Committee held five meetings.

### ***Nominating and Corporate Governance Committee***

During our fiscal year ended January 31, 2018, our Nominating and Corporate Governance Committee consisted of Ms. Evan and Messrs. Reiner and Stein, with Mr. Reiner serving as the chair. On April 10, 2018, Ms. Evan was appointed chair of the committee. Each member of our Nominating and Corporate Governance Committee meets the requirements for independence under the listing standards of the New York Stock Exchange and SEC rules and regulations. Our Nominating and Corporate Governance Committee is, among other things, responsible for the following:

evaluating and making recommendations regarding the composition, organization and governance of our Board of Directors and its committees;

overseeing annual performance evaluations of the Board of Directors and its committees;

evaluating and making recommendations regarding the creation of additional committees or the change in mandate or dissolution of committees;

reviewing and making recommendations with regard to our corporate governance guidelines; and

reviewing and approving conflicts of interest of our directors and corporate officers, other than related person transactions reviewed by our Audit Committee.

Our Nominating and Corporate Governance Committee operates under a written charter that satisfies the applicable listing standards of the New York Stock Exchange. A copy of the charter of our Nominating and Corporate Governance Committee is available on our website at <http://www.boxinvestorrelations.com>. During our fiscal year ended January 31, 2018, our Nominating and Corporate Governance Committee held three meetings.

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### **Compensation Committee Interlocks and Insider Participation**

None of the members of our Compensation Committee is or has been an officer or employee of our company. None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee (or other board committee performing equivalent functions) of any entity that has one or more of its executive officers serving on our Board of Directors or Compensation Committee.

### **Considerations in Evaluating Director Nominees**

Our Nominating and Corporate Governance Committee uses a variety of methods for identifying and evaluating director nominees. In its evaluation of director candidates, our Nominating and Corporate Governance Committee will consider the current size and composition of our Board of Directors and the needs of our Board of Directors and the respective committees of our Board of Directors. Some of the qualifications that our Nominating and Corporate Governance Committee considers include, without limitation, issues of character, integrity, judgment, diversity of experience, independence, area of expertise, corporate experience, length of service, potential conflicts of interest and other commitments. Nominees must also have the ability to offer advice and guidance to our Chief Executive Officer based on past experience in positions with a high degree of responsibility and be leaders in the companies or institutions with which they are affiliated. Director candidates must have sufficient time available in the judgment of our Nominating and Corporate Governance Committee to perform all Board of Directors and committee responsibilities. Members of our Board of Directors are expected to prepare for, attend, and participate in all Board of Directors and applicable committee meetings. Other than the foregoing, there are no stated minimum criteria for director nominees, although our Nominating and Corporate Governance Committee may also consider such other factors as it may deem, from time to time, are in our and our stockholders' best interests.

Although our Board of Directors does not maintain a specific policy with respect to board diversity, our Board of Directors believes that our Board of Directors should be a diverse body, and our Nominating and Corporate Governance Committee considers a broad range of backgrounds and experiences. In making determinations regarding nominations of directors, our Nominating and Corporate Governance Committee may take into account the benefits of diverse viewpoints. Our Nominating and Corporate Governance Committee also considers these and other factors as it oversees the annual Board of Directors and committee evaluations. After completing its review and evaluation of director candidates, our Nominating and Corporate Governance Committee recommends to our full Board of Directors the director nominees for selection.

### **Stockholder Recommendations for Nominations to the Board of Directors**

Our Nominating and Corporate Governance Committee will consider candidates for director recommended by stockholders holding at least one percent (1%) of the fully diluted capitalization of our company continuously for at least twelve (12) months prior to the date of the submission of the recommendation, so long as such recommendations comply with our amended and restated certificate of incorporation and amended and restated bylaws and applicable laws, rules and regulations, including those promulgated by the SEC. Our Nominating and Corporate Governance Committee will evaluate such recommendations in accordance with its charter, our amended and restated bylaws, our policies and procedures for director candidates, as well as the regular director nominee criteria described above. This process is designed to ensure that our Board of Directors includes members with diverse backgrounds, skills and experience, including appropriate financial and other expertise relevant to our business. Eligible stockholders wishing to recommend a candidate for nomination should contact our General Counsel or our Legal Department in writing. Such recommendations must include information about the candidate, a statement of support by the recommending stockholder, evidence of the recommending stockholder's ownership of our common stock and a signed letter from the candidate confirming willingness to serve on our Board of Directors. Our Nominating and Corporate Governance

Committee has discretion to decide which individuals to recommend for nomination as directors.

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Under our amended and restated bylaws, stockholders may also nominate persons for our Board of Directors. Any nomination must comply with the requirements set forth in our amended and restated bylaws and should be sent in writing to our General Counsel or our Legal Department at Box, Inc., 900 Jefferson Ave., Redwood City, California 94063. To be timely for our 2018 annual meeting of stockholders, our General Counsel or Legal Department must receive the nomination no earlier than February 22, 2019 and no later than March 24, 2019.

## **Communications with the Board of Directors**

Interested parties wishing to communicate with our Board of Directors or with an individual member or members of our Board of Directors may do so by writing to our Board of Directors or to the particular member or members of our Board of Directors, and mailing the correspondence to our General Counsel at Box, Inc., 900 Jefferson Ave., Redwood City, California 94063. If an interested party wishes to contact the independent members of our Board of Directors, the interested party should address such communication to the attention of the Lead Independent Director at the address above. Our General Counsel, in consultation with appropriate members of our Board of Directors as necessary, will review all incoming communications and, if appropriate, all such communications will be forwarded to the appropriate member or members of our Board of Directors, or if none is specified, to the Chairman of our Board of Directors.

## **Corporate Governance Guidelines and Code of Business Conduct and Ethics**

Our Board of Directors has adopted Corporate Governance Guidelines that address items such as the qualifications and responsibilities of our directors and director candidates and corporate governance policies and standards applicable to us in general. In addition, our Board of Directors has adopted a Code of Business Conduct and Ethics that applies to all of our employees, officers and directors, including our Chief Executive Officer, Chief Financial Officer, and other executive and senior financial officers. The full text of our Corporate Governance Guidelines and our Code of Business Conduct and Ethics is posted on the Corporate Governance portion of our website at <http://www.box.com/investors>. We will post amendments to our Code of Business Conduct and Ethics or waivers of our Code of Business Conduct and Ethics for directors and executive officers on the same website.

## **Risk Management**

Risk is inherent with every business, and we face a number of risks, including strategic, financial, business and operational, cyber security, legal and compliance, and reputational. We have designed and implemented processes to manage risk in our operations. Management is responsible for the day-to-day management of risks the company faces, while our Board of Directors, as a whole and assisted by its committees, has responsibility for the oversight of risk management. In its risk oversight role, our Board of Directors has the responsibility to satisfy itself that the risk management processes designed and implemented by management are appropriate and functioning as designed.

Our Board of Directors believes that open communication between management and our Board of Directors is essential for effective risk management and oversight. Our Board of Directors meets with our Chief Executive Officer and other members of our senior management team at quarterly meetings of our Board of Directors, where, among other topics, they discuss strategy and risks facing the company, as well at such other times as they deem appropriate.

While our Board of Directors is ultimately responsible for risk oversight, our board committees assist our Board of Directors in fulfilling its oversight responsibilities in certain areas of risk. Our Audit Committee assists our Board of Directors in fulfilling its oversight responsibilities with respect to risk management in the areas of internal control over financial reporting and disclosure controls and procedures, legal and regulatory compliance, and discusses with management and the independent auditor guidelines and policies with respect to risk assessment and risk

management. Our Audit Committee also reviews our major financial risk exposures and the

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steps management has taken to monitor and control these exposures. Our Audit Committee also monitors certain key risks on a regular basis throughout the fiscal year, such as risk associated with internal control over financial reporting and liquidity risk. Our Nominating and Corporate Governance Committee assists our Board of Directors in fulfilling its oversight responsibilities with respect to the management of risk associated with board organization, membership and structure, and corporate governance. Our Compensation Committee assesses risks created by the incentives inherent in our compensation policies. Finally, our full Board of Directors reviews strategic and operational risk in the context of reports from the management team, receives reports on all significant committee activities at each regular meeting, and evaluates the risks inherent in significant transactions.

**Director Compensation**

Under our Outside Director Compensation Policy, members of our Board of Directors who are not employees of Box ( outside directors ) receive compensation in the form of equity and cash, as described below:

*Cash Compensation*

Each year, each outside director will be eligible to receive a cash retainer of \$30,000 for serving on our Board of Directors. In addition, each year, outside directors will also be eligible to receive the following cash fees for service on the committees of our Board of Directors:

<b>Committee</b>	<b>Committee Member Annual Retainer</b>	<b>Committee Chair Annual Retainer</b>
Audit Committee	\$ 8,000	\$ 20,000
Compensation Committee	\$ 8,000	\$ 12,000
Nominating and Corporate Governance Committee	\$ 4,000	\$ 8,000

In addition, each year our Lead Independent Director will be eligible to receive a cash retainer of \$12,000 for service as our Lead Independent Director.

*Equity Compensation*

Upon joining our Board of Directors, each newly-elected outside director will receive an equity award with a value of \$450,000 ( Initial Award ). The Initial Award will be comprised of stock options and restricted stock units, each having a value of 50% of the aggregate Initial Award. The Initial Award will vest generally over a three-year period, subject to continued service through each vesting date.

On the date of each annual meeting of our stockholders, each outside director will receive an equity award with a value of \$200,000 ( Annual Award ). The Annual Award will be comprised of stock options and restricted stock units, each having a value of 50% of the aggregate Annual Award. The Annual Award will fully vest upon the earlier of the 12-month anniversary of the grant date or the next annual meeting, in each case, subject to continued service through the vesting date. An outside director will not be eligible for an Annual Award unless the outside director has been a director for at least one full calendar year or since the previous year's annual meeting.

Notwithstanding the vesting schedules described above, the vesting of each equity award will accelerate in full upon a change in control.



The number of restricted stock units subject to an Initial Award or Annual Award will be determined by dividing the specified value of the restricted stock units by the average closing price of a share of our Class A common stock for the 30-trading day period ending the trading day before the grant date. The number of stock options subject to an Initial Award or Annual Award will be determined by multiplying the number of shares of our Class A common stock determined in the preceding sentence by two.

**Table of Contents***Compensation for Fiscal Year 2018*

The following table provides information regarding the total compensation that was earned by each of our non-employee directors in our fiscal year ended January 31, 2018.

<b>Director</b>	<b>Fees Earned or Paid in Cash (\$)</b>	<b>Option Awards(\$)<sup>(1)</sup></b>	<b>Stock Awards(\$)<sup>(1)</sup></b>	<b>Total(\$)</b>
Dana Evan <sup>(2)</sup>	54,000	75,895	101,129	231,024
Steven Krausz <sup>(2)</sup>	38,000	75,895	101,129	215,024
Rory O Driscoll <sup>(1)</sup>	58,000	75,895	101,129	235,024
Gary Reiner <sup>(3)</sup>				
Josh Stein <sup>(2)</sup>	46,000	75,895	101,129	223,024
Bryan Taylor <sup>(3)(4)</sup>				

- (1) The amounts reported represent the aggregate grant-date fair value of the stock options and restricted stock units awarded to the director, calculated in accordance with FASB ASC Topic 718. The assumptions used in calculating the grant-date fair value of the stock options and restricted stock units reported in this column are set forth in Note 10 to our audited consolidated financial statements included in our Annual Report on Form 10-K, as filed with the SEC on March 22, 2018.
- (2) As of January 31, 2018, each of Ms. Evan and Messrs. Krausz, O Driscoll and Stein held an option to purchase 10,764 shares of our Class A Common Stock and 5,382 RSUs. 100% of the shares of our Class A Common Stock subject to these options and underlying the RSUs vest on June 20, 2018.
- (3) Messrs. Reiner and Taylor have waived their cash and equity fees.
- (4) Mr. Taylor resigned from our Board of Directors on January 23, 2018.

Our directors who are also our employees receive no additional compensation for their service as directors. During our fiscal year ended January 31, 2018, Messrs. Levie and Smith were our employees, and Mr. Levin was our employee until September 15, 2017. See the section titled *Executive Compensation* for additional information about the compensation paid to Messrs. Levie, Levin and Smith.

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**PROPOSAL NO. 1**

**ELECTION OF DIRECTORS**

Our Board of Directors is currently comprised of eight members. In accordance with our amended and restated certificate of incorporation, our Board of Directors is divided into three staggered classes of directors. At the Annual Meeting, three Class I directors will be elected for a three-year term to succeed the same class whose term is then expiring.

Each director's term continues until the election and qualification of his or her successor, or such director's earlier death, resignation, or removal. Any increase or decrease in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of our directors. This classification of our Board of Directors may have the effect of delaying or preventing changes in control of our company.

**Nominees**

Our Nominating and Corporate Governance Committee has recommended, and our Board of Directors has approved, Dana Evan, Steven Krausz, and Aaron Levie, as nominees for election as Class I directors at the Annual Meeting. If elected, Ms. Evan and each of Messrs. Levie and Krausz, and Ms. Evans will serve as Class I directors until our 2021 annual meeting of stockholders and until their successors are duly elected and qualified. Each of the nominees is currently a director of our company. For information concerning the nominees, please see the section titled "Board of Directors and Corporate Governance."

If you are a stockholder of record and you sign your proxy card or vote by telephone or over the Internet but do not give instructions with respect to the voting of directors, your shares will be voted "For" the election of Messrs. Levie and Krausz and Ms. Evan. We expect that each of Messrs. Levie and Krausz and Ms. Evan will accept such nomination; however, in the event that a director nominee is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee designated by our Board of Directors to fill such vacancy. If you are a street name stockholder and you do not give voting instructions to your broker, bank or other nominee, your broker, bank or other nominee will leave your shares unvoted on this matter.

**Vote Required**

The election of directors requires a plurality of the voting power of the shares of our common stock present virtually or by proxy and entitled to vote at the Annual Meeting to be approved. Broker non-votes will have no effect on this proposal.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR"  
EACH OF THE NOMINEES NAMED ABOVE.**

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**PROPOSAL NO. 2**

**ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the Dodd-Frank Act ), enables stockholders to approve, on an advisory or non-binding basis, the compensation of our named executive officers as disclosed pursuant to Section 14A of the Exchange Act. This proposal, commonly known as a Say-on-Pay proposal, gives our stockholders the opportunity to express their views on our named executive officers compensation as a whole. This vote is not intended to address any specific item of compensation or any specific named executive officer, but rather the overall compensation of all of our named executive officers and the philosophy, policies and practices described in this proxy statement.

The Say-on-Pay vote is advisory, and therefore is not binding on us, our Compensation Committee or our Board of Directors. The Say-on-Pay vote will, however, provide information to us regarding investor sentiment about our executive compensation philosophy, policies and practices, which our compensation committee will be able to consider when determining executive compensation for the remainder of the current fiscal year and beyond. Our Board of Directors and our Compensation Committee value the opinions of our stockholders and to the extent there is any significant vote against the compensation of our named executive officers as disclosed in this proxy statement, we will endeavor to communicate with stockholders to better understand the concerns that influenced the vote and consider our stockholders concerns, and our compensation committee will evaluate whether any actions are necessary to address those concerns.

At our 2016 annual meeting of stockholders, our stockholders recommended that we hold a Say-on-Pay vote each year. Accordingly, we expect that the next Say-on-Pay vote after this year s vote will take place at our 2019 annual meeting of stockholders.

We believe that the information provided in the section titled Executive Compensation, and in particular the information discussed in the section titled Executive Compensation Compensation Discussion and Analysis Compensation Philosophy, demonstrates that our executive compensation program was designed appropriately and is working to ensure management s interests are aligned with our stockholders interests to support long-term value creation. Accordingly, we ask our stockholders to vote For the following resolution at the Annual Meeting:

RESOLVED, that the stockholders approve, on an advisory basis, the compensation paid to the named executive officers, as disclosed in the proxy statement for the Annual Meeting pursuant to the compensation disclosure rules of the SEC, including the compensation discussion and analysis, compensation tables and narrative discussion, and other related disclosure.

**Vote Required**

Approval of the advisory vote on the compensation of our named executive officers requires the approval of a majority of the voting power of the shares of our common stock present virtually or by proxy and entitled to vote at the Annual Meeting. Abstentions are treated as shares present virtually or by proxy and entitled to vote at the Annual Meeting and, therefore, will have the same effect as a vote Against this proposal. Broker non-votes will have no effect on the outcome of the vote.

As an advisory vote, this proposal is non-binding. Although the vote is non-binding, our Board of Directors and our Compensation Committee value the opinions of our stockholders, and will consider the outcome of the vote when

making future compensation decisions for our named executive officers.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL, ON AN  
ADVISORY BASIS, ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.**

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**PROPOSAL NO. 3**

**RATIFICATION OF APPOINTMENT OF**

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Our Audit Committee has appointed Ernst & Young LLP ( E&Y ), independent registered public accountants, to audit our consolidated financial statements for our fiscal year ending January 31, 2019. During our fiscal year ended January 31, 2018, E&Y served as our independent registered public accounting firm.

Notwithstanding the appointment of E&Y and even if our stockholders ratify the appointment, our Audit Committee, in its discretion, may appoint another independent registered public accounting firm at any time during our fiscal year if our Audit Committee believes that such a change would be in the best interests of our company and our stockholders. At the Annual Meeting, our stockholders are being asked to ratify the appointment of E&Y as our independent registered public accounting firm for our fiscal year ending January 31, 2019. Our Audit Committee is submitting the appointment of E&Y to our stockholders because we value our stockholders' views on our independent registered public accounting firm and as a matter of good corporate governance. Representatives of E&Y will be present at the Annual Meeting, and they will have an opportunity to make a statement and will be available to respond to appropriate questions from our stockholders.

If our stockholders do not ratify the appointment of E&Y, our Board of Directors may reconsider the appointment.

**Fees Paid to the Independent Registered Public Accounting Firm**

The following table presents fees for professional audit services and other services rendered to our company by E&Y for our fiscal years ended January 31, 2017 and 2018. Certain balances have been reclassified to conform to current year presentation.

	<b>2017</b>	<b>2018</b>
Audit Fees <sup>(1)</sup>	\$ 1,887,500	\$ 2,782,241
Audit-Related Fees <sup>(2)</sup>	\$ 290,000	\$ 361,355
Tax Fees <sup>(3)</sup>	\$ 189,082	\$ 231,713
Total Fees	\$ 2,366,582	\$ 3,375,309

- (1) Audit Fees consist of professional services provided in connection with the audit of our annual consolidated financial statements and the audit of internal control over financial reporting, including adoption of Financial Accounting Standards Board, Accounting Standards Codification Section ( ASC Topic ) 606, the review of our unaudited quarterly consolidated financial statements, and audit services that are normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements for those fiscal years. In addition, fees consist of professional services rendered in connection with our Registration Statement on Form S-8.
- (2) Audit-Related Fees consist of fees related to the performance of the audit or review of our consolidated financial statements that are not reported under Audit Fees . This primarily consists of fees for professional services with

respect to service organization controls ( SOC ) audits under Statement of Standards for Attestation Engagements (SSAE) No. 18.

- (3) Tax Fees consist of fees for professional services for tax compliance, tax advice and tax planning. These services include assistance regarding federal, state and international tax compliance.

**Auditor Independence**

Pursuant to its charter and the policy described further below, our Audit Committee pre-approves audit and non-audit services rendered by our independent registered public accounting firm, E&Y. Our Audit Committee has determined that the rendering of non-audit services for tax compliance services and tax consulting advice by E&Y is compatible with maintaining the independence of E&Y.

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**Audit Committee Policy on Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm**

Our Audit Committee has established a policy governing our use of the services of our independent registered public accounting firm. Under this policy, our Audit Committee is required to pre-approve all audit and non-audit services performed by our independent registered public accounting firm in order to ensure that the provision of such services does not impair the public accountants' independence. All fees paid to E&Y for our fiscal years ended January 31, 2017 and 2018 were pre-approved by our Audit Committee.

**Vote Required**

The ratification of the appointment of E&Y as our independent registered public accounting firm requires the affirmative vote of a majority of the voting power of the shares of our common stock present virtually or by proxy at the Annual Meeting and entitled to vote thereon. Abstentions will have the effect of a vote Against the proposal and broker non-votes will have no effect.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR  
THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP.**



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**REPORT OF THE AUDIT COMMITTEE**

The Audit Committee is a committee of the Board of Directors comprised solely of independent directors as required by the listing standards of the New York Stock Exchange and rules and regulations of the Securities and Exchange Commission ( SEC ). The Audit Committee operates under a written charter approved by the Board of Directors, which is available on the company s website at <http://www.box.com/investors>. The composition of the Audit Committee, the attributes of its members and the responsibilities of the Audit Committee, as reflected in its charter, are intended to be in accordance with applicable requirements for corporate audit committees. The Audit Committee reviews and assesses the adequacy of its charter and the Audit Committee s performance on an annual basis.

With respect to the company s financial reporting process, the management of the company is responsible for (1) establishing and maintaining internal controls and (2) preparing the company s consolidated financial statements. The company s independent registered public accounting firm, Ernst & Young LLP ( E&Y ), is responsible for performing an independent audit of the company s consolidated financial statements and of the company s internal control over financial reporting in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States) and to issue a report thereon. It is the responsibility of the Audit Committee to oversee these activities. It is not the responsibility of the Audit Committee to prepare the company s financial statements. These are the fundamental responsibilities of management. In the performance of its oversight function, the Audit Committee has:

reviewed and discussed the audited financial statements with management and E&Y;

discussed with E&Y the matters required to be discussed by the statement on Auditing Standards No. 1301, *Communications with Audit Committees*, as adopted by the Public Company Accounting Oversight Board; and

received the written disclosures and the letter from E&Y required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant s communications with the Audit Committee concerning independence, and has discussed with E&Y its independence.

Based on the Audit Committee s review and discussions with management and E&Y, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Annual Report on Form 10-K for the fiscal year ended January 31, 2018 for filing with the Securities and Exchange Commission.

Respectfully submitted by the members of the Audit Committee of the Board of Directors:

Dana Evan (Chair)

Steven Krausz

Rory O Driscoll

This report of the Audit Committee is required by the SEC and, in accordance with the SEC s rules, will not be deemed to be part of or incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933, as amended ( Securities Act ), or under the Securities Exchange Act of 1934, as amended ( Exchange Act ), except to the extent that we specifically incorporate this information by reference,

and will not otherwise be deemed soliciting material or filed under either the Securities Act or the Exchange Act.

**Table of Contents****EXECUTIVE OFFICERS**

The following table identifies certain information about our executive officers as of March 31, 2018. Our executive officers are appointed by, and serve at the discretion of, our Board of Directors. There are no family relationships among any of our directors or executive officers.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Aaron Levie	33	Chairman and Chief Executive Officer
Dylan Smith	32	Chief Financial Officer and Director
Stephanie Carullo	49	Chief Operating Officer
Peter McGoff	53	Chief Legal Officer and Corporate Secretary

*Aaron Levie* co-founded our company and has served as our Chairman since December 2013 and as our Chief Executive Officer and a member of our Board of Directors since April 2005. Mr. Levie attended the University of Southern California from 2003 to 2005.

*Dylan Smith* co-founded our company and has served as our Chief Financial Officer and as a member of our Board of Directors since April 2005. Mr. Smith holds a B.A. in Economics from Duke University.

*Stephanie Carullo* has served as our Chief Operating Officer since August 2017. Prior to joining Box, from June 2016 to August 2017, Ms. Carullo served as an advisor at several privately held companies. From September 2015 to May 2016, Ms. Carullo was Head of Partnerships at Hampton Creek Inc., a food company. From September 2011 to August 2015, Ms. Carullo served as Vice President of U.S. Education Sales at Apple, Inc. Previously, Ms. Carullo served in various go-to-market leadership roles, including Vice President of Data Center and Virtualization Sales at Cisco, and sales leadership, general management, and consulting positions at IBM in Asia. Ms. Carullo holds a Bachelor of Arts Degree with Honors in Economic History from Monash University, Australia.

*Peter McGoff* has served as our Chief Legal Officer and Corporate Secretary since October 2017, and served as our Senior Vice President, General Counsel and Corporate Secretary from April 2012 to October 2017. From June 2000 to April 2012, Mr. McGoff served as Senior Vice President and General Counsel of Informatca Corporation, an enterprise data integration software company. Mr. McGoff holds a B.S. in Finance from California State University, Sacramento, a J.D. from the University of the Pacific, and an LL.M. in Intellectual Property Law from the London School of Economics.

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**EXECUTIVE COMPENSATION**

**Compensation Discussion and Analysis**

This Compensation Discussion and Analysis describes the material elements of our executive compensation program for our named executive officers. For our fiscal year ended January 31, 2018, our named executive officers were:

Aaron Levie, our Chairman and Chief Executive Officer;

Stephanie Carullo, who became our Chief Operating Officer on August 1, 2017;

Dylan Smith, our Chief Financial Officer;

Peter McGoff, who will continue to serve as our Chief Legal Officer until June 1, 2018, the effective date of his resignation; and

Dan Levin, who served as our President and Chief Operating Officer until July 31, 2017.

**Executive Summary**

***Fiscal 2018 Performance***

Box provides a leading cloud content management platform that enables organizations of all sizes to securely manage cloud content while allowing easy, secure access and sharing of this content from anywhere, on any device. With our Software-as-a-Service (SaaS) cloud content management platform, users can collaborate on content both internally and with external parties, automate content-driven business processes, develop custom applications, and implement data protection, security and compliance features to comply with internal policies and industry regulations. Our platform enables a broad set of business use cases across an enterprise, across many file formats and media types, and a broad range of user experiences. Our platform integrates with leading enterprise business applications, and is compatible with multiple application environments, operating systems and devices, ensuring that workers have access to their critical business content whenever and wherever they need it.

In our fiscal year ended January 31, 2018, we achieved strong top- and bottom-line business results that provide context for stockholders reviewing our executive compensation disclosures, including:

*Revenue:* Our revenue in fiscal year 2018 was a record \$506.1 million, an increase of 27% from fiscal year 2017.

*Non-GAAP Operating Loss:* Our non-GAAP operating loss was \$56.0 million, or 11% of revenue, which was a significant improvement over our prior fiscal year non-GAAP operating loss of \$70.6 million, or 18%

of revenue.

*Billings:* Our billings for fiscal year 2018 were \$585.1 million, an increase of 29% from fiscal year 2017.

*Cash flow from operating activities:* Our net cash provided by operating activities in fiscal year 2018 totaled \$61.8 million, and includes a \$25.0 million release of restricted cash previously used to guarantee a letter of credit for our Redwood City headquarters. This represents a significant improvement compared to net cash used in operating activities of \$1.2 million in fiscal 2017.

*Free cash flow:* Our free cash flow in fiscal year 2018 was \$8.9 million, an increase of \$33.8 million from negative \$24.9 million in fiscal year 2017. As a result, we delivered on our commitment to achieve positive free cash flow for the full year of fiscal year 2018.

*New customers:* We added approximately 11,000 new paying customers in fiscal year 2018, and entered fiscal 2019 with over 82,000 paying customers.

Revenue and non-GAAP operating loss were elements of our cash incentive compensation plan for fiscal year 2018. Please see the section titled Management's Discussion and Analysis of Financial Condition and

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Results of Operations in our Annual Report on Form 10-K filed with the SEC on March 22, 2018, for a more detailed discussion of our fiscal 2018 financial results and, beginning on page 63 of that Annual Report on Form 10-K, a discussion regarding, and reconciliation of, our non-GAAP to GAAP financial measures.

***Fiscal 2018 Executive Compensation Highlights***

For our fiscal year ended January 31, 2018, the key highlights of our executive compensation program included:

Below Market CEO Compensation. Throughout his tenure as our Chief Executive Officer, Mr. Levie has expressed a preference to our Compensation Committee that his cash compensation be modest so we could invest in other areas of the business. Mr. Levie maintained this preference in fiscal year 2018 during which he declined any new equity grants and cash compensation increases. As such, his target cash and total cash compensation is well below the 25th percentile in our compensation peer group.

Pay for Performance Annual Incentive Compensation Payouts. A significant portion of our executives compensation was in cash incentive compensation to promote our pay for performance philosophy. We exceeded each of the corporate goals linked to our cash incentive compensation plan for fiscal year 2018, which resulted in the payouts described below to our named executive officers based on this strong performance.

Peer Group. We modified our compensation peer group to add seven new companies and remove two former members of the compensation peer group that had been acquired and were no longer relevant. Consistent with the other companies in our compensation peer group, the seven new companies were selected to reflect our revenue, market capitalization and growth trajectory when the compensation peer group was determined.

Increases to Target Cash Compensation. With respect to our named executive officers employed with us in fiscal year 2017, we maintained the target bonus percentages of these named executive officers (other than Mr. McGoff) for fiscal year 2018. However, we increased their base salaries, which raised the overall target cash compensation of each of these named executive officers, to make their cash compensation more competitive with similarly situated executives of our compensation peer group. Although Mr. Levie's cash compensation was well below comparable compensation for the CEOs of our peer group in fiscal year 2018, Mr. Levie continued to prefer to receive modest cash compensation and declined our Compensation Committee's recommendation to increase his target bonus percentage and base salary.

Equity Award Grants. Mr. Levie requested that any equity awards he would have otherwise been granted in fiscal 2018 be re-allocated to the overall equity budget used for issuance to our employees. In fiscal 2018, we granted the following types of equity awards to our named executive officers: (a) time-based and performance-based stock options to Messrs. Levin and Smith as part of our annual focal review, (b) stock options and restricted stock units to Ms. Carullo in connection with her joining Box, and (c) restricted stock units to Mr. McGoff as part of our annual focal review and in connection with his promotion to Chief Legal Officer. The awards granted Messrs. Levin, McGoff and Smith were granted to increase their total unvested equity awards to a level competitive with that provided by companies in our compensation peer group.

Performance-based Stock Options. To further align our stockholders' interests with Messrs. Levin's and Smith's interests, as noted above, certain of the stock options were granted in the form of performance-based stock options to Messrs. Levin and Smith. These performance-based stock options are subject to time-based vesting and further require that the closing price of our Class A common stock be maintained before the four-year anniversary of the grants at a level 25% higher than the options' exercise price (rounded down to the nearest whole penny) for a period of 30 consecutive trading days.

**Table of Contents*****Compensation Philosophy***

Our executive compensation program is structured to provide compensation plans, policies, and programs that attract and retain the best talent for positions of substantial responsibility, provide incentives for such persons to perform to the best of their abilities, and to promote the success of our business. The following table identifies the main elements of our executive compensation program and the reasons for each:

<b>Element</b>	<b>Reasons for Providing Element</b>
Base Salary	Provide our named executive officers compensation for their services based on their knowledge, skills, past performance, and experience
Cash Incentive Compensation	Encourage our named executive officers to achieve short-term individual and company goals that drive our growth
Equity	Provide long-term retention and incentives to our named executive officers that align their interests with our stockholders' interests
Welfare and Other Employee Benefits	Provide for our named executive officers' health and well-being
Change in Control and Severance Benefits	Provide our named executive officers with a measure of security in order to minimize any distractions related to termination of employment and/or change in control and allow our named executive officers to focus on their duties and responsibilities to maximize stockholder value

***Impact of 2017 Stockholder Advisory Vote on Compensation of Named Executive Officers***

We conducted a Say-on-Pay vote at our 2017 annual meeting of stockholders. 99.6% of the votes cast by stockholders were in favor of approving the compensation of our named executive officers. While evaluating our executive compensation program in 2017, our Compensation Committee considered the results and maintained the compensation philosophy and objectives and general approach to executive compensation from the prior year.

**Processes and Procedures for Compensation Decisions**

Our Compensation Committee is responsible for the compensation program for our executive officers and reports to our Board of Directors on its discussions, decisions and other actions.

***Involvement of Management***

In fiscal year 2018, typically, our former President and former Chief Operating Officer (while he held the role), along with our Chief Financial Officer, Chief Legal Officer, and certain of our other management team members, attended Compensation Committee meetings and were involved in the determination of compensation for our other executive officers. In addition, if he or the Compensation Committee determined that it was appropriate, our Chief Executive Officer would attend Compensation Committee meetings. These senior executive officers made recommendations to



our Compensation Committee regarding short-term and long-term compensation for all executive officers (other than with respect to their own compensation) based on our results, an individual executive officer's contribution toward these results and their individual performance against their individual goals. Our Compensation Committee then reviewed the recommendations and other data provided by outside compensation advisors and management, and made decisions as to compensation for each executive officer.

**Table of Contents*****Use of Outside Advisors***

Our Compensation Committee is authorized to retain the services of executive compensation advisors, as it sees fit, for the establishment of our compensation programs and related policies. For our fiscal year ended January 31, 2018, our Compensation Committee retained Compensia, a national compensation consulting firm, to provide it with information, recommendations, and other advice relating to executive compensation on an ongoing basis. Compensia now serves at the discretion of our Compensation Committee. Among other things, our Compensation Committee engaged Compensia to assist in developing and updating an appropriate group of peer companies to help us determine the level of overall compensation for our executive officers and assess each separate element of compensation, with a goal of ensuring that the compensation we offer to our executive officers is competitive, fair, motivating and retentive.

**Peer Group Compensation Data**

With Compensia's assistance, our Compensation Committee approved a group of public companies to be included when conducting a competitive market analysis of executive officer compensation. For our compensation decisions made prior to September 2017, which included the target total cash compensation increases and equity awards approved in April 2017, our compensation peer group was made up of publicly-traded companies in the software & services or technology hardware & equipment industries that generally had revenues between \$100 million and \$800 million, experienced strong year-over-year growth in revenue, and had a market capitalization between \$500 million and \$7 billion.

In September 2017, our Compensation Committee re-analyzed our compensation peer group to inform its executive compensation review and, in light of our growth in market capitalization, the acquisition of two companies in our peer group, and its desire to have a larger peer group, added seven new companies to our compensation peer group. This modified compensation peer group is made up of publicly-traded companies in the software & services industry that generally had revenues between \$100 million and \$1.1 billion, experienced strong year-over-year growth in revenue, and had a market capitalization between \$1 billion and \$9 billion. The two compensation peer groups used in fiscal year 2018 were:

<b>Compensation Peer Group</b>		<b>Compensation Peer Group Revised in</b>
<b>Entering Fiscal 2018</b>		<b>Fiscal 2018 for Decisions after September 2017</b>
Barracuda Networks, Inc.		Barracuda Networks, Inc.
	Added	Benefitfocus, Inc.
	Added	Cloudera, Inc.
Cornerstone OnDemand Inc.		Cornerstone OnDemand Inc.
FireEye, Inc.		FireEye, Inc.
Gigamon Inc.		Gigamon Inc.
	Added	Guidewire Software, Inc.
	Added	HubSpot, Inc.
Imperva Inc.		Imperva Inc.
Infoblox Inc.	Removed	
LogMeIn, Inc.		LogMeIn, Inc.
New Relic, Inc.		New Relic, Inc.
Nimble Storage, Inc.	Removed	
	Added	Nutanix, Inc.

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	Added	Okta, Inc.
Proofpoint Inc.		Proofpoint Inc.
RingCentral, Inc.		RingCentral, Inc.
Splunk Inc.		Splunk Inc.
Tableau Software Inc.		Tableau Software Inc.
	Added	Twilio Inc.
Yelp Inc.		Yelp Inc.
Zendesk, Inc.		Zendesk, Inc.

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Our Compensation Committee believed these companies were appropriate for our compensation peer group because they were similarly sized, operated in the same or similar industries as us, had similar growth trajectories, and reflected our competitive market for senior executives.

In setting the elements of compensation for our named executive officers, our Compensation Committee reviewed base salary, target annual incentive compensation opportunity, target total cash compensation (*i.e.*, base salary plus target incentive opportunity), annual long-term incentive, and total direct compensation values for our named executive officers and those of similarly situated executives of our compensation peer group. Compensia provided data at the 25th, 50th, 60th, and 75th percentiles for such compensation, and our Compensation Committee used this data as a reference. Our Compensation Committee did not benchmark any compensation element to a specific percentile, and our Compensation Committee instead set our named executive officers' compensation at levels it deemed appropriate after considering such other factors as each of our named executive officers' contributions, our short-term and long-term objectives, and prevailing market conditions.

### **Executive Compensation Program Elements**

The following sections describe each element of our executive compensation program, provide the rationale for each such element, and explain how our Compensation Committee determined compensation amounts and awards for our fiscal year ended January 31, 2018.

#### ***Base Salary***

Base salary is the main fixed element of our named executive officers' cash compensation. Base salary compensates our named executive officers for services they provide to us during the fiscal year. Our Compensation Committee typically performs an annual review during which it considers adjustments to our named executive officers' base salaries after considering such factors as the prevailing market conditions and the named executive officers' responsibilities, knowledge, skills, experience, and performance. These adjustments allow us to remain competitive in attracting and retaining executive talent.

In April 2017, we increased base salaries for Messrs. Smith and McGoff to make their base salaries more competitive with similarly situated executives of our compensation peer group. In October 2017, we increased Mr. McGoff's base salary in connection with his promotion to Chief Legal Officer. Ms. Carullo's base salary at the start of her employment with us in August 2017 was set through arm's-length negotiation, considering such factors as the prevailing market conditions, market data for new-hire base salaries, and her prospective role and responsibilities.

The base salaries of our named executive officers who remain with us as executive officers are listed in the table below.

Named Executive Officer	Base Salary			
	Entering Fiscal 2018	Base Salary Effective April 1, 2017	Base Salary Effective August 1, 2017	Base Salary Effective October 1, 2017
Mr. Levie	\$ 180,000	\$ 180,000	\$ 180,000	\$ 180,000
Ms. Carullo			\$ 370,000	\$ 370,000
Mr. Smith	\$ 300,000	\$ 340,000	\$ 340,000	\$ 340,000
Mr. McGoff	\$ 320,000	\$ 325,000	\$ 325,000	\$ 350,000

In April 2017, Mr. Levin received an increase in base salary from \$300,000 to \$340,000 to be more competitive with similarly situated executives at the companies in our compensation peer group.

The total base salaries paid to our named executive officers during our fiscal year ended January 31, 2018 are listed in the *Summary Compensation Table* below.

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**Table of Contents*****Non-Equity Incentive Plan Compensation***

We use performance-based cash incentives to motivate our named executive officers to achieve our annual financial and operational objectives, while making progress towards our longer-term strategic and growth goals. Typically, near the beginning of each fiscal year, our Compensation Committee adopts the performance criteria and targets for the incentive compensation plan for that fiscal year, which identifies the plan participants and establishes the target cash incentive opportunity for each participant, the performance measures and the associated target levels for each measure, and the potential payouts based on actual performance for the fiscal year.

***Fiscal Year 2018 Bonus Plan.***

*Overview & Structure.* In March 2017, our Compensation Committee adopted and approved the performance criteria and targets for fiscal year 2018 under our omnibus Executive Incentive Plan (the Fiscal 2018 Executive Bonus Plan ). The Fiscal 2018 Executive Bonus Plan provided for potential performance-based incentive payouts to all non-sales employees at the grade of senior director or higher, including our named executive officers.

The Fiscal 2018 Executive Bonus Plan provided opportunities for cash incentive compensation payouts based on our actual achievement of pre-established corporate financial objectives. The target levels for the financial objectives were set at levels determined to be challenging and requiring substantial skill and effort by senior management. The Fiscal 2018 Executive Bonus Plan provided for an annual performance period with annual payouts and was designed this way because it gave our Compensation Committee a full year to assess performance against our annual operating plan.

*Target Annual Incentive Compensation Opportunities.* In April 2017, in connection with its review of our executive compensation program, our Compensation Committee approved the target annual incentive compensation opportunities of our named executive officers, as set forth in the table below. In setting the target annual incentive compensation opportunities, our Compensation Committee considered each named executive officer's performance, individual contributions, responsibilities, experience, prior annual incentive compensation amount, and peer group market data. Our Compensation Committee has set the target annual incentive compensation opportunities for our named executive officers as percentages of their base salaries paid throughout the year.

For fiscal year 2018, our Compensation Committee increased the percentage for Mr. McGoff by 5 percentage points from the percentage determined for fiscal year 2017 to make his target annual incentive compensation opportunity (as a percentage of base salary) more competitive with the target annual incentive compensation opportunities (as percentages of base salaries) provided by peer companies to similarly situated executives. This increased percentage applied retroactively to the base salary paid to Mr. McGoff in fiscal year 2018. Ms. Carullo's target annual incentive compensation opportunity was set at the same level as Messrs. Levie and Smith and was pro-rated based on the number of days she was employed with us in fiscal year 2018. Our Compensation Committee maintained the percentages for our other named executive officers from those determined for fiscal year 2017.

The target annual cash incentive compensation opportunities established for fiscal year 2018 for our named executive officers who remain with us (Mr. Levin was not paid an annual incentive for fiscal year 2018) were:

<b>Named Executive Officer</b>	<b>Fiscal 2018 Target Annual Incentive Compensation Opportunity (as a % of base salary for Fiscal 2018)</b>	<b>Fiscal 2018 Target Annual Incentive Compensation Opportunity</b>
Mr. Levie	55%	\$ 99,000
Ms. Carullo	55%	\$ 102,586
Mr. Smith	55%	\$ 183,444
Mr. McGoff	50%	\$ 165,829

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*Corporate Performance Measures.* To measure performance for the Fiscal 2018 Executive Bonus Plan, our Compensation Committee selected revenue and non-GAAP operating loss as the corporate performance measures that best supported our annual operating plan and enhanced long-term value creation. We define (i) revenue as GAAP revenue as reflected in our quarterly and annual financial statements; and (ii) non-GAAP operating loss as GAAP operating loss as reflected in our quarterly and annual financial statements adjusted to exclude expenses related to stock-based compensation, intangible assets amortization, and other special items. Each element was weighted equally under the Fiscal 2018 Executive Bonus Plan.

The targets required for 100% achievement under our Fiscal 2018 Executive Bonus Plan and our results were:

<b>Performance Measure</b>	<b>Target (in millions)</b>	<b>Result (in millions)</b>	<b>Achievement of Target</b>
Revenue	\$ 502.0	\$ 506.1	100.8%
Non-GAAP Operating Loss	\$ 61.2	\$ 56.0	108.5%

*Methodology.* Our Compensation Committee assesses performance and determines payouts under either of our bonus plans in a two-part process: (1) first, our Compensation Committee measures actual performance against the pre-established goals for the performance period; and (2) second, after the end of the performance period, our Compensation Committee exercises discretion to determine the actual payout. As a threshold matter, our named executive officers were eligible for annual incentive compensation payouts with respect to a particular performance measure only if we met or exceeded 95% of the applicable performance target for our fiscal year ended January 31, 2018. A high threshold is required to ensure that significant achievement is prerequisite to receive any incentive payment. With respect to the revenue component, achievement percentage equals payment percentage until 103% achievement, and achievement over 103% may be rewarded using an accelerator where each point of performance above 103% achievement increases payout percentage by two percentage points. With respect to the non-GAAP operating income component, achievement percentage equals payment percentage until 100% achievement, and achievement over 100% is increased by 0.5 percentage points for each point of performance above 100%, up to a maximum payout percentage of 110%.

*Caps on Payment.* The cap on total payouts of the non-GAAP operating loss component was set to manage potential incentive compensation costs and maintain appropriate incentives for our named executive officers.

*Successful Performance in Fiscal Year 2018 and Payout.* For fiscal year 2018, we exceeded the Fiscal 2018 Executive Bonus Plan as follows: (1) approximately 100.8% achievement in revenue and (2) approximately 108.5% achievement in non-GAAP operating income. The revenue measure achievement resulted in a payout percentage of 100.8% of target and the non-GAAP operating income measure achievement resulted in a payout percentage of 104.2% of target. As each metric was weighted 50%, this resulted in a calculated payout percentage of approximately 102.5%. Mr. Levin did not receive a payout under the Fiscal 2018 Executive Bonus Plan because he resigned from his employment with us before the payouts under the Fiscal 2018 Executive Bonus Plan were made. The total payouts to our named executive officers under the Fiscal 2018 Executive Bonus Plan were:



<b>Named Executive Officer</b>	<b>Target Annual Incentive Compensation Opportunity</b>	<b>Actual Incentive Compensation</b>
Mr. Levie	\$ 99,000	\$ 95,000
Ms. Carullo	\$ 102,586	\$ 108,000
Mr. Smith	\$ 183,444	\$ 175,000
Mr. McGoff	\$ 165,829	\$ 170,000

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The cash incentive awards earned by our named executive officers during our fiscal year ended January 31, 2018, are listed in the *Summary Compensation Table* below.

***Equity Awards***

The Compensation Committee grants equity awards to all of our employees, including our named executive officers, so their long-term interests are aligned with our stockholders' interests.

The Compensation Committee determines the size of the equity awards we grant to our named executive officers in connection with their hire through arm's-length negotiation, considering such factors as the prevailing market conditions, market data for new-hire awards, the named executive officer's expected cash compensation, the equity award's potential incentive and retention value, and the named executive officer's prospective role and responsibilities.

The Compensation Committee also periodically grants equity awards to our named executive officers for promotions, as additional incentive to continue service with us, or to recognize exceptional corporate and individual performance. The Compensation Committee rarely applies a fixed formula when determining the size of these equity awards because we grant an amount of equity that properly rewards the named executive officer for his or her contribution to the growth in our long-term stockholder value. In doing so, the Compensation Committee considers factors such as the economic value of the named executive officer's unvested equity awards and the ability of this equity to satisfy our retention objectives; the named executive officer's performance, contributions, responsibilities, and experience; the equity awards granted by our compensation peer group to similarly situated executives; a compensation analysis performed by Compensia; prior to the resignation of our former President and former Chief Operating Officer, his equity award recommendations; and internal equity considerations.

For fiscal year 2018, Mr. Levie requested that any equity awards he would have otherwise been granted be re-allocated to the overall equity budget for issuance to our employees. Our Compensation Committee honored his request and, as such, he received no equity awards in fiscal year 2018.

In April 2017, after considering the peer group data provided by Compensia, the unvested equity award holding value and the anticipated future contributions of our named executive officers, our Compensation Committee granted annual equity awards to Messrs. Smith, McGoff and Levin at a level competitive with the annual long-term incentives provided by the companies in our compensation peer group to similarly situated executives, as follows: (i) a time-based stock option covering 225,000 shares and a separate performance-based stock option covering 225,000 shares to Mr. Smith, (ii) an award of 70,000 restricted stock units to Mr. McGoff and (iii) a time-based stock option covering 250,000 shares and a separate performance-based stock option covering 250,000 shares to Mr. Levin. Messrs. Smith and Levin received stock options (instead of solely receiving awards of restricted stock units) because the Committee believed it appropriate to more directly tie their incentive opportunity to increases in stockholder value. Each of these stock options has an exercise price per share of \$16.68 and vested as to 1/4th of the option on March 20, 2018, and 1/48th of the option is scheduled to vest each full month thereafter, subject to (i) the applicable named executive officer's continued service with us through the applicable vesting date and (ii) in the case of the performance-based stock options only, the closing stock price of our Class A common stock having maintained before the four-year anniversary of grant, a level 25% higher than the option's exercise price (rounded down to the nearest whole penny) for a period of 30 consecutive trading days. Mr. Levin's performance-based stock options were canceled in connection with his resignation as an employee in September 2017. Mr. McGoff's award of restricted stock units vested as to 1/4th of the award on March 20, 2018, and 1/16th of the award is scheduled to vest each quarter thereafter, subject to his continued service with us through the applicable vesting date.

In connection with Ms. Carullo's hire, in July 2017, our Compensation Committee granted Ms. Carullo the following equity awards, which became effective upon the commencement of her employment with us in August

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2017: (i) a time-based stock option covering 400,000 shares and (ii) an award of 200,000 restricted stock units. The stock option has an exercise price per share of \$19.01 and will vest as to 1/4th of the option on August 1, 2018, and 1/48th of the option is scheduled to vest each full month thereafter, subject to her continued service with us through the applicable vesting date. The award of restricted stock units will vest as to 1/4th of the award on September 20, 2018, and 1/16th of the award is scheduled to vest each quarter thereafter, subject to her continued service with us through the applicable vesting date.

In addition, in connection with Mr. McGoff's promotion to Chief Legal Officer, in October 2017, our Compensation Committee granted him an award of 85,000 restricted stock units. This award of restricted stock units will vest as to 1/4th of the award on September 20, 2018, and 1/16th of the award is scheduled to vest each quarter thereafter, subject to his continued service with us through the applicable vesting date.

***Employee Benefit Plans***

Our named executive officers participate in our employee benefits programs on the same terms as our other U.S.-based, full-time employees with no special executive programs.

We have a 401(k) Savings Plan (the "401(k) Plan") which qualifies as a tax-qualified retirement plan under Section 401(k) of the Internal Revenue Code. Under the 401(k) Plan, participating employees may elect to contribute up to 100% of their eligible compensation, subject to certain limitations. We have not made any matching contributions to date. As a tax-qualified retirement plan, contributions to the 401(k) Plan and earnings on those contributions are not taxable to our employees until they are distributed from the 401(k) Plan, and any contributions we make are deductible by us when made.

We maintain other welfare benefit plans, including health, dental and vision insurance; medical and dependent care flexible spending accounts; short- and long-term disability insurance; life insurance; and accidental death and dismemberment insurance, which are generally consistent with those offered by companies we compete with for employees. For our fiscal year ended January 31, 2018, we also paid certain amounts on behalf of our named executive officers for basic life insurance, as indicated in the *Summary Compensation Table* below.

***Perquisites and Other Personal Benefits***

We generally do not provide perquisites or other personal benefits to our named executive officers, but we may provide perquisites or other personal benefits in the future for purposes of recruitment, motivation, or retention; to assist an individual named executive officer in the performance of his or her duties; and in other limited circumstances. In fiscal year 2018, certain of our named executive officers received minimal perquisites, and reimbursement for taxes on these perquisites, under programs available to all employees and on the same terms as those provided to other employees. Our Compensation Committee will periodically review and approve all future practices concerning perquisites and other personal benefits.

***Change in Control and Severance Arrangements***

We have entered into change in control and severance agreements, or change in control agreements, with our named executive officers, which require us to make specific payments and benefits in connection with the termination of such named executive officers' employment under certain circumstances. We believe that these change in control agreements provide retention value by encouraging our named executive officers to continue service with us and increase stockholder value by reducing any potential distractions caused by the possibility of an involuntary termination of employment or a potential change in control, allowing our named executive officers to focus on their

duties and responsibilities. In October 2017, in connection with his promotion, Mr. McGoff's change in control agreement was amended to provide the same vesting acceleration benefit that

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Messrs. Levie and Smith would receive under their change in control agreements upon a qualifying termination in connection with a change in control. For a summary of the material terms and conditions of these severance and change in control arrangements, see the section titled Potential Payments upon Termination or Change in Control contained in this proxy statement.

## **Other Compensation Policies**

Our insider trading policy prohibits all employees including our named executive officers from engaging in the following activities with respect to our common stock: trading in derivative securities, hedging transactions, short sales, pledging stock as collateral, or holding stock in a margin account. From time to time, our officers and directors may elect to enter into 10b5-1 trading plans. As of May 1, 2018, Messrs. Levin and Smith had active 10b5-1 trading plans. We have not adopted policies with respect to minimum stock ownership requirements for our named executive officers or policies that allow us to recover any cash or equity-based incentive compensation from our named executive officers when the payment of such compensation was based upon financial results that were subsequently the subject of a financial restatement.

## **Tax and Accounting Considerations**

### ***Deductibility of Executive Compensation***

Section 162(m) of the Internal Revenue Code ( Section 162(m) ) generally limits the amount we may deduct from our federal income taxes for compensation paid to our CEO and certain other executive officers to \$1 million per executive officer per year, subject to certain exceptions. The regulations under Section 162(m) have a transition rule that applies to companies, such as ours, that become subject to Code Section 162(m) by reason of becoming publicly held through an initial public offering. Under to this rule, certain compensation granted during a transition period (and, with respect to RSUs, that are paid out before the end of the transition period) currently is not counted toward the deduction limitations of Section 162(m) if the compensation is paid under a compensation arrangement that was in existence before the effective date of the initial public offering and certain other requirements are met. While certain of our equity awards may be eligible to be excluded from our deductibility limitation of Code Section 162(m) pursuant to this transition rule, our Compensation Committee has not adopted a policy that all equity or other compensation must be deductible.

We currently expect our transition period to expire at our annual meeting of stockholders to be held in 2019, although it could expire earlier in certain circumstances. In approving the amount and form of compensation for our executive officers in the future, we generally will consider all elements of the cost to us of providing such compensation, including the potential impact of Section 162(m), as well as our need to maintain flexibility in compensating executive officers in a manner designed to promote our goals. Our Compensation Committee, may, in its judgment, authorize compensation payments that will or may not be deductible when it believes that such payments are necessary to compensate our named executive officers in a manner that best promotes our business objectives.

### ***Parachute Payments and Deferred Compensation***

Certain service providers may be subject to an excise tax under Section 4999 of the Internal Revenue Code if they receive payments or benefits in connection with a change in control that exceeds certain prescribed limits, and we, or a successor, may forfeit a deduction on the amounts subject to this excise tax under Section 280G of the Internal Revenue Code. Section 409A of the Internal Revenue Code ( Section 409A ) imposes significant additional taxes on a service provider if the service provider receives deferred compensation that does not meet the requirements of Section 409A.

Except for tax gross-ups for de minimis token gifts offered to employees, in our fiscal year ended January 31, 2018, we did not provide (and had no agreements or obligations to provide) any of our named executive officers with a gross-up payment or other reimbursement for any excise tax liability he or she might owe under Section 4999 or for any additional tax he or she might owe under Section 409A.

**Table of Contents*****Accounting Considerations***

Authoritative accounting guidance on stock compensation requires measurement of the compensation expense for all share-based awards made to employees (such as our named executive officers) and directors based on the grant date fair value of the awards. Our Compensation Committee considers the accounting expense associated with equity awards. Even though our named executive officers and directors may realize no value from their equity awards, these values have been calculated for accounting purposes and reported in the tables below. This guidance also requires us to recognize the compensation cost of share-based awards in our income statements over the period that the named executive officer or director is required to continue service with us in order to vest in the equity award.

***Risk Considerations***

Our Compensation Committee reviews and discusses with management the risks arising from our compensation philosophy and practices applicable to all employees to determine whether they encourage excessive risk-taking and to evaluate compensation policies and practices that could mitigate such risks. In addition, our Compensation Committee has engaged Compensia to independently review our executive compensation program. Based on these reviews, our Compensation Committee structures our executive compensation program to encourage our named executive officers focus on both short-term and long-term success. We do not believe that our executive compensation program creates risks that are reasonably likely to have a material adverse effect on us.

***Compensation Committee Report***

Our Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis provided above with management. Based on such review and discussion, our Compensation Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and our Annual Report on Form 10-K for our fiscal year ended January 31, 2018.

Respectfully submitted by the members of our Compensation Committee of the Board of Directors:

Josh Stein (Chair)

Dana Evan

Rory O Driscoll

**Summary Compensation Table for Fiscal Year 2018**

Name and Principal Position	Year	Salary(\$)	Bonus(\$) <sup>(1)</sup>	Stock Awards(\$) <sup>(2)</sup>	Option Awards(\$) <sup>(2)</sup>	Non-Equity		Total Compensation (\$)
						Incentive Plan Compensation(\$) <sup>(3)</sup>	All Other Compensation(\$) <sup>(4)</sup>	
Aaron Levie	2018	180,000				95,000	200	275,200



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<i>Chief Executive Officer</i>	2017	180,000			105,000	400	285,400
	2016	169,583			90,000	272	259,855
Stephanie Carullo <i>Chief Operating Officer</i>	2018	185,000	3,802,000	3,074,040	108,000	139	7,169,179
Dylan Smith <i>Chief Financial Officer</i>	2018	333,333		3,029,648	175,000	179	3,538,160
	2017	300,000			174,000	288	474,288
	2016	285,417		256,278	150,000	288	691,983
Peter McGoff <i>Chief Legal Officer</i>	2018	332,500	2,796,200		170,000	213	3,298,913
	2017	320,000	15,000	2,115,750	200,000	968	2,651,718
	2016	308,750	20,000		141,330	155,000	828
Dan Levin <i>Former Chief Operating Officer</i>	2018	205,833		3,366,275 <sup>(5)</sup>		410	3,572,518
	2017	300,000		1,554,240	174,000	2,328	2,030,568
	2016	289,583		376,880	150,000	2,328	818,791

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- (1) The amounts reported represent discretionary bonuses earned in fiscal years 2017 and 2016.
- (2) The amounts reported represent the grant date fair value of the awards granted to the named executive officers during fiscal years 2018, 2017 and 2016 as computed in accordance with FASB ASC Topic 718. The assumptions used in calculating the grant date fair value of the awards reported in this column are set forth in Note 10 to our audited consolidated financial statements included in our Annual Report on Form 10-K for our fiscal year ended January 31, 2018. For fiscal years 2017 and 2018, Mr. Levie requested that any equity awards he would have otherwise been granted be re-allocated to the overall equity budget for issuance to our employees. Our Compensation Committee honored his request and, as such, he did not receive any equity awards in fiscal years 2017 or 2018.
- (3) The amounts reported represent amounts earned in fiscal years 2018, 2017 and 2016 by the named executive officers under the Executive Incentive Plan.
- (4) The amounts reported represent (i) amounts paid on behalf of the named executive officers for basic life insurance and (ii) tax gross-ups for de minimis token gifts offered to employees.
- (5) This amount includes Mr. Levin's performance-based stock options, which were canceled in connection with his resignation as an employee in September 2017.

**Grants of Plan-Based Awards in Fiscal Year 2018**

The following table sets forth information regarding grants of plan-based awards made to our named executive officers during fiscal year 2018.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Underlying Securities Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$) <sup>(1)</sup>
		Target	Maximum	Grant Threshold				
Aaron Levie <sup>(2)</sup>		99,000						
Stephanie Carullo		102,586						
	8/1/2017			200,000			3,802,000	
	8/1/2017				400,000	19.01	3,074,040	
Dylan Smith		183,444						
	4/9/2017				225,000	16.68	1,485,000	
	4/9/2017				225,000	16.68	1,544,648	
Peter McGoff		165,829						
	4/9/2017			70,000			1,167,600	
	10/4/2017			85,000			1,628,600	
Dan Levin		183,444						
	4/9/2017				250,000	16.68	1,650,000 <sup>(3)</sup>	
	4/9/2017				250,000	16.68	1,716,275	

- (1) The amounts reported represent the grant date fair value of the awards granted to the named executive officers as computed in accordance with FASB ASC Topic 718. The assumptions used in calculating the grant date fair value of the awards reported in this column are set forth in Note 10 to our audited consolidated financial statements included in our Annual Report on Form 10-K for our fiscal year ended January 31, 2018.
- (2) For fiscal year 2018, Mr. Levie requested that any equity awards he would have otherwise been granted be re-allocated to the overall equity budget for issuance to our employees. Our Compensation Committee honored his request and, as such, he did not receive any equity awards in fiscal year 2018.
- (3) This amount includes Mr. Levin's performance-based stock options, which were canceled in connection with his resignation as an employee in September 2017.

**Table of Contents****Outstanding Equity Awards at 2018 Fiscal Year-End**

The following table provides information regarding equity awards held by our named executive officers at January 31, 2018.

Name	Grant Date	Option Awards			Stock Awards		
		Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares of Stock that Have Not Vested (#)	Market Value of Shares of Stock That Have Not Vested (\$) <sup>(1)</sup>
Aaron Levie	07/15/2010 <sup>(2)</sup>	588,841		0.29	07/14/2020		
	04/07/2011 <sup>(2)</sup>	25,000		0.59	04/06/2021		
	04/02/2012 <sup>(2)</sup>	770,000		1.16	04/01/2022		
	04/02/2012 <sup>(2)</sup>	410,000		4.00	04/01/2022		
	04/02/2012 <sup>(2)</sup>	410,000		4.00	04/01/2022		
	04/27/2012 <sup>(3)</sup>	307,499	102,501	4.00	04/26/2022		
Stephanie Carullo	08/01/2017 <sup>(4)</sup>		400,000	19.01	08/01/2027		
	08/01/2017 <sup>(5)</sup>					200,000	4,448,000
Dylan Smith	04/07/2011 <sup>(2)</sup>	17,362		0.59	04/06/2021		
	04/01/2012 <sup>(2)</sup>	140,000		1.16	03/31/2022		
	04/01/2012 <sup>(2)</sup>	240,000		1.16	03/31/2022		
	02/07/2013 <sup>(2)</sup>	140,000		4.63	02/06/2023		
	04/03/2014 <sup>(6)</sup>	137,083	2,917	17.85	04/02/2024		
	01/02/2015 <sup>(7)</sup>	84,999	35,001	14.05	01/02/2025		
	06/18/2015 <sup>(7)</sup>	24,083	9,917	17.52	06/18/2025		
	04/09/2017 <sup>(8)</sup>		225,000	16.68	04/09/2027		
	04/09/2017 <sup>(9)</sup>		225,000	16.68	04/09/2027		
Peter McGoff	04/27/2012 <sup>(2)</sup>	125,000		1.16	04/26/2022		
	04/03/2014 <sup>(6)</sup>	24,479	521	17.85	04/02/2024		
	01/02/2015 <sup>(7)</sup>	26,562	10,938	14.05	01/02/2025		
	06/18/2015 <sup>(7)</sup>	13,281	5,469	17.52	06/18/2025		
	04/03/2014 <sup>(10)</sup>					782	17,392
	01/02/2015 <sup>(11)</sup>					5,860	130,326
	05/24/2016 <sup>(12)</sup>					37,969	844,431
	05/24/2016 <sup>(12)</sup>					60,469	1,344,831
	04/09/2017 <sup>(13)</sup>					70,000	1,556,800
	10/04/2017 <sup>(14)</sup>					85,000	1,890,400
Dan Levin	04/19/2013 <sup>(2)</sup>	300,000		4.63	04/18/2023		
	04/19/2013 <sup>(2)</sup>	300,000		4.63	04/18/2023		
	04/03/2014 <sup>(6)</sup>	293,749	6,251	17.85	04/02/2024		
	01/02/2015 <sup>(7)</sup>	177,083	10,416	14.05	01/02/2025		

06/18/2015 <sup>(7)</sup>	35,416	2,083	17.52	06/18/2025
05/24/2016 <sup>(15)</sup>	137,499	12,500	12.09	05/24/2026
04/09/2017 <sup>(16)</sup>		62,500	16.68	04/09/2027

- (1) This column represents the market value of the shares underlying the RSUs or restricted stock as of January 31, 2018, based on the closing price of our Class A common stock, as reported on the NYSE, of \$22.24 per share on January 31, 2018.
- (2) The stock option is fully vested and exercisable.
- (3) One forty-eighth of the shares subject to the option vested on February 1, 2015 and one forty-eighth of the shares vest monthly thereafter, subject to continued service to us.
- (4) One fourth of the shares subject to the option will vest on August 1, 2018 and one forty-eighth of the shares vest monthly thereafter, subject to continued service to us.

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- (5) One fourth of the shares underlying the RSUs will vest on September 20, 2018 and one-sixteenth of the shares vest quarterly thereafter, subject to continued service to us.
- (6) One fourth of the shares subject to the option vested on February 1, 2015 and one forty-eighth of the shares vest monthly thereafter, subject to continued service to us.
- (7) One fourth of the shares subject to the option vested on March 20, 2016 and one forty-eighth of the shares vest monthly thereafter, subject to continued service to us.
- (8) One fourth of the shares subject to the option vested on March 20, 2018 and one forty-eighth of the shares vest monthly thereafter, subject to continued service to us.
- (9) One fourth of the shares subject to the option vested on March 20, 2018 and one forty-eighth of the shares vest monthly thereafter, subject to (i) continued service to us and (ii) the closing stock price of our Class A common stock having maintained a level that is 25% higher than the option's per share exercise price (rounded down to the nearest whole penny) for a period of 30 consecutive trading days.
- (10) One fourth of the shares underlying the RSUs vested on March 20, 2015 and one-sixteenth of the shares vest quarterly thereafter, subject to continued service to us.
- (11) One fourth of the shares underlying the RSUs vested on March 20, 2016 and one-sixteenth of the shares vest quarterly thereafter, subject to continued service to us.
- (12) One fourth of the shares underlying the RSUs vested on March 20, 2017 and one-sixteenth of the shares vest quarterly thereafter, subject to continued service to us.
- (13) One fourth of the shares underlying the RSUs vested on March 20, 2018 and one-sixteenth of the shares vest quarterly thereafter, subject to continued service to us.
- (14) One fourth of the shares underlying the RSUs will vest on September 20, 2018 and one-sixteenth of the shares vest quarterly thereafter, subject to continued service to us.
- (15) One fourth of the shares subject to the option vested on March 20, 2017 and one forty-eighth of the shares vest monthly thereafter, subject to continued service to us.
- (16) One fourth of the shares subject to the option vested on March 20, 2018. The remaining portion of the option was cancelled in connection with Mr. Levin's resignation from employment with us.

**Option Exercises and Stock Vested in Fiscal Year 2018**

The following table sets forth the number of shares of common stock acquired during our fiscal year 2018 by our named executive officers upon the exercise of stock options and the vesting of restricted stock unit awards and the value realized upon such exercise or vesting.

Name	Options Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) <sup>(1)</sup>
Aaron Levie				
Stephanie Carullo				
Dylan Smith				
Peter McGoff			84,374	1,507,961
Dan Levin				

(1)

Calculated by multiplying (i) the market value of our Class A common stock on the vesting date, which was determined using the closing price on the NYSE of a share of our Class A common stock on the date of vesting, or if such day is a holiday, on the immediately preceding trading day, by (ii) the number of shares of our common stock acquired upon vesting.

**Pension Benefits & Nonqualified Deferred Compensation**

We do not provide any defined benefit pension plans, and none of our named executive officers participated in a nonqualified deferred compensation plan during our fiscal year ended January 31, 2018.

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**Potential Payments upon Termination or Change of Control**

We have entered into change in control and severance agreements, or change in control agreements, with our named executive officers, which require us to make specific payments and benefits in connection with the termination of such named executive officers' employment under certain circumstances. These change in control agreements superseded any other agreement or arrangement relating to severance benefits with these named executive officers or any terms of their option agreements related to vesting acceleration or other similar severance-related terms. In October 2017, Mr. McGoff's change in control agreement was amended to provide 100% acceleration (instead of 24 months acceleration) of his equity awards upon a qualifying termination in connection with a change in control.

The descriptions that follow describe such payments and benefits that may be owed by us to each of our named executive officers (other than Mr. Levin) upon the named executive officer's termination under certain circumstances, pursuant to the named executive officer's change in control agreement (in Mr. McGoff's case, as amended in October 2017). Mr. Levin did not become entitled to receive any payments or benefits under his change in control and severance agreement in connection with his resignation as Chief Operating Officer in August 2017 and therefore he is not included in the tabular disclosure below. We have described Mr. Levin's transition agreement after the tables below.

The change in control agreements will remain in effect for an initial term of three years. At the end of the initial term, each agreement will automatically renew for an additional one-year period unless either party provides notice of nonrenewal within 90 days prior to the date of the automatic renewal. The change in control agreements also acknowledge that each of these named executive officers is an at-will employee, whose employment can be terminated at any time.

In order to receive the severance benefits described below, each of these named executive officers is obligated to execute a release of claims against us, provided such release of claims becomes effective and irrevocable no later than 60 days following such named executive officer's termination date, and to continue to comply with the terms of the named executive officer's confidential information and intellectual property assignment agreement with us.

In the event of a termination of employment without cause (as generally defined below) outside of the change in control period (as generally defined below), such named executive officer will receive the following:

continued payments of base salary for six months; and

paid COBRA benefits for six months.

In the event of a termination of employment without cause or a resignation for good reason (as generally defined below) during the change of control period, Messrs. Levie, Smith and McGoff will receive the following:

a lump-sum payment of 12 months of base salary;

a lump-sum payment equal to 100% of his target bonus;



paid COBRA benefits for 12 months; and

100% acceleration of equity awards.

In the event of a termination of employment without cause or a resignation for good reason (as generally defined below) during the change of control period, Ms. Carullo will receive the following:

a lump-sum payment of 12 months of base salary;

a lump-sum payment equal to 100% of her target bonus;

paid COBRA benefits for 12 months; and

24 months acceleration of equity awards.

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In the event any payment to one of these named executive officers is subject to the excise tax imposed by Section 4999 of the Internal Revenue Code (as a result of a payment being classified as a parachute payment under Section 280G of the Internal Revenue Code), the named executive officer will be entitled to receive such payment as would entitle him to receive the greatest after-tax benefit of either the full payment or a lesser payment which would result in no portion of such severance benefits being subject to excise tax.

For the purpose of the change of control agreements, **cause** means generally the occurrence of any of the following:

an act of dishonesty by the named executive officer in connection with the named executive officer's responsibilities as an employee;

the named executive officer's conviction of, or entry of a plea of guilty or nolo contendere to, a felony or any crime involving fraud or embezzlement;

the named executive officer's gross misconduct;

the unauthorized use or disclosure by the named executive officer of our proprietary information or trade secrets or those of any other party to whom the named executive officer owes an obligation of nondisclosure as a result of the named executive officer's relationship with us;

the named executive officer's willful breach of any obligations under any written agreement or covenant with us;

the named executive officer's failure to cooperate with an investigation by a governmental authority; or

the named executive officer's continued failure to perform his or her duties after notice and a cure period.

For the purpose of the change in control agreements with Messrs. Levie and Smith, **good reason** means generally the named executive officer's voluntary termination of employment following the expiration of any cure period following the occurrence of one or more of the following without the named executive officer's consent:

a material reduction of the named executive officer's duties, authorities or responsibilities other than a reduction following a change in control where the named executive officer assumes similar functional duties for a stand-alone business unit due to the company becoming part of a larger entity; provided that a reduction resulting from the company not being a stand-alone business unit following a change in control will affirmatively be grounds for good reason;

a material reduction of the named executive officer's base salary; or

a material change in the geographic location of the named executive officer's primary work facility or location.

For the purpose of the change in control agreements with Ms. Carullo and Mr. McGoff, "good reason" means generally the named executive officer's voluntary termination of employment following the expiration of any cure period following the occurrence of one or more of the following without the named executive officer's consent:

a material reduction of the named executive officer's duties, authorities or responsibilities other than a reduction following a change in control due to the company being part of a larger entity where the named executive officer assumes similar functional duties;

a material reduction of the named executive officer's base salary; or

a material change in the geographic location of the named executive officer's primary work facility or location.

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For the purpose of the change in control agreements, change in control period means generally the period beginning three months prior to, and ending 12 months following, a change in control of the company.

The following table provides information concerning the estimated payments and benefits that would be provided in the circumstances described above for each of the named executive officers serving as of the end of fiscal year 2018 pursuant to the change in control agreements in effect at that time. Payments and benefits are estimated assuming that the triggering event took place on the last business day of our fiscal year ended January 31, 2018, and the price per share of our Class A common stock is the closing price of the New York Stock Exchange as of that date. There can be no assurance that a triggering event would produce the same or similar results as those estimated below if such event occurs on any other date or at any other price, or if any other assumption used to estimate potential payments and benefits is not correct. Due to the number of factors that affect the nature and amount of any potential payments of benefits, any actual payments and benefits may be different.

<b>Executive</b>	<b>Payment Elements</b>	<b>Termination Without Cause or Termination for Good Reason Within Change in Control Period (\$)</b>	<b>Termination Without Cause Outside of Change in Control Period (\$)</b>
Aaron Levie	Salary	180,000	90,000
	Bonus	99,000	
	Stock Options <sup>(1)</sup>	1,869,618	
	Stock Awards <sup>(2)</sup>		
	Health Coverage <sup>(3)</sup>	19,336	9,668
	<b>Total</b>	<b>2,167,954</b>	<b>99,668</b>
Stephanie Carullo	Salary	370,000	185,000
	Bonus	203,500	
	Stock Options <sup>(1)</sup>	780,581	
	Stock Awards <sup>(2)</sup>	2,502,000	
	Health Coverage <sup>(3)</sup>	19,583	9,792
	<b>Total</b>	<b>3,875,664</b>	<b>194,792</b>
Dylan Smith	Salary	340,000	170,000
	Bonus	187,000	
	Stock Options <sup>(1)</sup>	2,848,272	
	Stock Awards <sup>(2)</sup>		
	Health Coverage <sup>(3)</sup>	28,127	14,063
	<b>Total</b>	<b>3,403,399</b>	<b>184,063</b>
Peter McGoff	Salary	350,000	175,000
	Bonus	175,000	
	Stock Options <sup>(1)</sup>	117,683	
	Stock Awards <sup>(2)</sup>	5,784,179	
	Health Coverage <sup>(3)</sup>	28,127	14,063

<b>Total</b>	<b>6,454,989</b>	<b>189,063</b>
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- (1) Value represents the estimated benefit amount of unvested stock options calculated by multiplying the number of unvested stock options subject to acceleration held by the applicable named executive officer by the difference between the exercise price of the option and the closing price of our Class A common stock on January 31, 2018, which was \$22.24 per share. Does not reflect any dollar value associated with the acceleration of unvested stock options with exercise prices in excess of \$22.24 per share.
- (2) Value represents the estimated benefit amount of unvested RSUs and shares of restricted stock issued upon the early exercise of stock options, in each case calculated by multiplying the number of unvested units or shares subject to acceleration held by the applicable named executive officer by the closing price of our Class A common stock on the New York Stock Exchange on January 31, 2018, which was \$22.24 per share.

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- (3) Represents 12 months of Box-paid COBRA benefits in the case of termination without cause or a termination of employment for good reason within the change in control period and six months of Box-paid COBRA benefits in the case of a termination of employment without cause outside of the change in control period.

**Dan Levin Transition Agreement**

On July 9, 2017, in connection with his resignation as our President and Chief Operating Officer, we entered into a transition agreement with him. Under that agreement, Mr. Levin agreed to provide transition services for up to three years. Mr. Levin resigned as an employee effective September 15, 2017 although he continues to serve on our board of directors. We and Mr. Levin agreed that he would continue to vest in his outstanding equity awards through March 20, 2018 but any equity awards scheduled to vest after March 20, 2018 would be forfeited on September 15, 2017 (without the transition agreement, he would have continued to vest in those equity awards based on his service on our board of directors). Mr. Levin also agreed that he would not receive compensation under our Outside Director Compensation Policy until he is first reelected to the board of directors after September 15, 2017.

**CEO Pay Ratio**

Under SEC rules, we are required to provide the following information regarding the relationship between the annual total compensation of Mr. Levie, our Chairman and Chief Executive Officer, and the median annual total compensation of our employees (other than Mr. Levie) for fiscal year 2018:

Mr. Levie's annual total compensation, as reported in the Summary Compensation Table for Fiscal Year 2018 table included in this proxy statement, was \$275,200.

The median of the annual total compensation of all employees (other than Mr. Levie) of the Company (including our consolidated subsidiaries) was \$181,100.

Based on the above, for fiscal year 2018, the ratio of Mr. Levie's annual total compensation to the median of the annual total compensation of all employees was 1.52 to 1.

This pay ratio is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K under the Securities Act of 1933, as amended. We determined the median of the annual total compensation of our employees as of January 31, 2018, at which time we had approximately 1,784 full-time and part-time regular employees globally, approximately 1,538 of whom are U.S. employees, and approximately 246 (or approximately 13.8% of our total employee population) of whom are located outside of the United States. We then compared the annualized base salaries, bonuses earned, commissions earned and equity compensation of our employees (other than Mr. Levie) to determine the median employee. Once we identified our median employee, we estimated such employee's annual total compensation in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K, yielding the median annual total compensation disclosed above. With respect to the annual total compensation of Mr. Levie, we used the amount reported in the Total Compensation column in the Summary Compensation Table for Fiscal Year 2018 table included in this proxy statement.

Table of Contents**EQUITY COMPENSATION PLAN INFORMATION**

The following table summarizes our equity compensation plan information as of January 31, 2018. Information is included for equity compensation plans approved by our stockholders. We do not have any equity compensation plans not approved by our stockholders.

<b>Plan Category</b>	<b>Class of Common Stock</b>	<b>(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</b>	<b>(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights<sup>(1)</sup></b>	<b>(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))</b>
Equity compensation plans approved by stockholders	Class A <sup>(2)</sup>	2,810,245	\$ 15.95	16,772,606
	Class B <sup>(3)</sup>	7,807,875	\$ 5.33	
Equity compensation plans not approved by stockholders				
Total	Class A and Class B	10,618,120	\$ 8.14	16,772,606

- (1) The weighted average exercise price is calculated based solely on outstanding stock options. It does not take into account the shares of our common stock underlying restricted stock units, which have no exercise price.
- (2) Includes the following plans: Box, Inc. 2015 Equity Incentive Plan (2015 Plan) and Box, Inc. 2015 Employee Stock Purchase Plan (ESPP). Our 2015 Plan provides that on the first day of each fiscal year, the number of shares of Class A common stock available for issuance thereunder is automatically increased by a number equal to the least of (i) 12,200,000 shares, (ii) 5% of the outstanding shares of our capital stock as of the last day of our immediately preceding fiscal year, or (iii) such other amount as our Board of Directors may determine. Our ESPP provides that on the first day of each fiscal year, the number of shares of Class A common stock available for issuance thereunder is automatically increased by a number equal to the least of (i) 2,500,000 shares, (ii) 1% of the outstanding shares of our capital stock on the first day of such fiscal year, or (iii) such other amount as our Board of Directors may determine. On February 1, 2018, the number of shares of Class A common stock available for issuance under our 2015 Plan and our ESPP increased by 6,865,699 shares and 1,373,133, respectively, pursuant to these provisions. These increases are not reflected in the table above.
- (3) Includes the following plans: Box, Inc. 2011 Equity Incentive Plan and Box, Inc. 2006 Stock Incentive Plan.

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information with respect to the beneficial ownership of our capital stock as of March 31, 2018 for:

each person or group of affiliated persons known by us to be the beneficial owner of more than 5% of our Class A common stock or Class B common stock;

each of our named executive officers;

each of our directors and nominees for director; and

all of our current executive officers and directors as a group.

We have determined beneficial ownership in accordance with the rules and regulations of the SEC, and thus it represents sole or shared voting or investment power with respect to our securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares that they beneficially owned, subject to applicable community property laws.

Applicable percentage ownership is based on 128,485,125 shares of our Class A common stock and 11,224,411 shares of our Class B common stock outstanding as of March 31, 2018. Shares of our Class B common stock are voluntarily convertible into shares of our Class A common stock at the option of the holder, are generally automatically convertible into shares of our Class A common stock upon transfer. All outstanding shares of our Class B common stock will automatically convert into shares of our Class A common stock once the aggregate number of shares of our Class B common stock represents less than 5% of the then outstanding shares of Class A and Class B common stock.

In computing the number of shares of capital stock beneficially owned by a person and the percentage ownership of such person, we deemed to be outstanding all shares of our capital stock subject to options held by the person that are currently exercisable or exercisable within 60 days of March 31, 2018 and issuable upon the vesting of RSUs held by the person within 60 days of March 31, 2018. However, we did not deem such shares of our capital stock outstanding for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o Box, Inc., 900 Jefferson Ave., Redwood City, California 94063. The information provided in the table is based on our records, information filed with the SEC and information provided to us, except where otherwise noted.

Name of Beneficial Owner	Class A Common Stock		Class B Common Stock		Percent of Total Voting Power
	Number	Percent	Number	Percent	
<b>5% Stockholders:</b>					
Entities affiliated with Draper Fisher Jurvetson <sup>(1)</sup>	2,439,363	1.90%	3,774,154	33.60%	16.80%



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Scale Venture Partners III, L.P. <sup>(2)</sup>	42,852	*	1,712,362	15.30%	7.10%
Entities affiliated with Artisan Partners Limited Partnership <sup>(3)</sup>	7,246,090	5.60%			3.00%
The Vanguard Group, Inc. <sup>(4)</sup>	9,720,491	7.60%			4.00%
Bares Capital Management, Inc. <sup>(5)</sup>	6,450,316	5.00%			2.70%
<b>Named Executive Officers and Directors:</b>					
Aaron Levie <sup>(6)</sup>	35,000	*	5,110,879	37.10%	19.20%
Dylan Smith <sup>(7)</sup>	158,164	*	2,082,906	17.40%	8.40%
Stephanie Carullo		*		*	*
Peter McGoff <sup>(8)</sup>	16,177	*	135,179	1.20%	*
Dan Levin <sup>(9)</sup>	255,788	*	1,926,099	15.60%	7.80%
Dana Evan <sup>(10)</sup>	42,467	*	120,653	1.10%	*
Steven Krausz <sup>(11)</sup>	42,852	*		*	*
Rory O Driscoll <sup>(2)</sup>	42,852	*	1,712,362	15.30%	7.10%
Gary Reiner					*
Josh Stein <sup>(13)</sup>	213,027	*			*
All current executive officers and directors as a group (10 persons) <sup>(14)</sup>	806,327	*	11,088,078	70.40%	39.10%

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- \* Represents beneficial ownership of less than one percent (1%).
- (1) The reported shares of Class B common stock consists of (i) 1,490,429 shares held of record by Draper Fisher Jurvetson Fund VIII, L.P. ( Fund VIII ); (ii) 466,056 shares held of record by Draper Fisher Jurvetson Fund IX, L.P. ( Fund IX ); (iii) 1,170,740 shares held of record by Draper Associates, L.P. ( Draper Associates LP ); (iv) 556,218 shares of Class B common stock held of record by Draper Fisher Jurvetson Growth Fund 2006, L.P. ( Growth Fund ); (v) 33,117 shares held of record by Draper Fisher Jurvetson Partners VIII, LLC ( Partners VIII ); (vi) 12,626 shares held of record by Draper Fisher Jurvetson Partners IX, LLC ( Fund IX LLC ); (vii) 44,968 shares of Class B common stock held of record by Draper Fisher Jurvetson Partners Growth Fund 2006, LLC ( Growth Fund LLC ). The reported shares of Class A common stock consists of (viii) 736,077 shares held of record by Timothy Draper and Melissa Draper as co-trustees of the Timothy Draper Living Trust ( Draper Trust ); (ix) 21,778 shares held of record by JABE, LLC ( JABE ); (x) 18,101 shares held of record by The Draper Foundation; (xi) 839,129 shares held of record by John Fisher and Jennifer Caldwell Living Trust dated 1/7/00, as amended and restated 3/27/08, of which John H. N. Fisher holds sole voting and sole dispositive power; (xii) 795,588 shares held of record by the Steve and Karla Jurvetson Living Trust dated August 27, 2002, of which Stephen T. Jurvetson has sole voting and sole dispositive power; (xiii) 5,803 shares held of record by the Bailey Family Trust UAD 8/31/10, of which Mark W. Bailey holds sole voting and sole dispositive power; (xiv) 18,397 shares held of record by the Barry Martin Schuler and Tracy Strong Schuler 1998 Trust ( Schuler Trust ); (xv) 3,044 shares held of record by The Meteor Group, LLC ( Meteor Group ); and (xvi) 1,446 shares held of record by the Glein Family Trust UAD 4/30/13, of which Randy Glein holds sole voting and sole dispositive power. Messrs. Draper, Fisher and Jurvetson, as the managing directors of the general partner entities of Fund VIII and Fund IX and managing members of Partners VIII and Partners IX LLC and share voting and dispositive power with respect to the shares held by Fund VIII, Fund IX, Partners VIII and Partners IX LLC. Messrs. Bailey, Fisher, Glein and Barry M. Schuler, as the managing directors of the general partner of Growth Fund, share voting and dispositive power with respect to the shares held by Growth Fund. Messrs. Bailey, Draper, Fisher, Jurvetson, Glein and Schuler, as the managing members of Growth Fund LLC, share voting and dispositive power with respect to the shares held by Growth Fund LLC. Mr. Draper, as the President of Draper Associates, Inc., the general partner of Draper Associates LP, shares voting and dispositive power with respect to the shares held by Draper Associates LP. Mr. Schuler holds sole voting and sole dispositive power with respect to the shares held by Meteor Group and the Schuler Trust. The address for each of these persons is 2882 Sand Hill Road, Suite 150, Menlo Park, California 94025.
- (2) Consists of (i) 1,712,362 shares of Class B common stock held by Scale Venture Partners III, L.P. ( SVP III ); (ii) 14,284 shares of Class A common stock held by Rory O Driscoll, one of the members of Scale Venture Management III, LLC ( SVM III ), the general partner of SVP III; and (iii) 28,568 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2018, held by Mr. O Driscoll. Pursuant to the policies of SVP III, SVM III and Scale Management, LLC ( Scale Management ), Mr. O Driscoll is deemed to hold the report securities for the benefit of Scale Management. SVM III has sole voting and dispositive power with respect to the shares held by SVP III and Mr. O Driscoll. Stacey Bishop, Kate Mitchell, Rory O Driscoll and Andrew Vitus, the managing members of SVM III, share voting and dispositive power with respect to the shares held by SVP III and Mr. O Driscoll. The address of each of these persons is c/o Scale Venture Partners, 950 Tower Lane, Suite 1150, Foster City, California 94404.
- (3) According to a Schedule 13G filed with the SEC on February 7, 2018, by a joint filing consisting of Artisan Partners Limited Partnership, Inc. ( APLP ), Artisan Investments GP LLC ( Artisan Investments ), Artisan Partners Holdings LP ( Artisan Holdings ) and Artisan Partners Asset Management Inc. ( APAM ) and together with APLP, Artisan Investments and Artisan Holdings, the Artisan Entities ), the Artisan Entities have shared voting power with respect to 6,484,258 of the reported shares and sole dispositive power with respect to all of the reported shares. Artisan Holdings is the sole limited partner of APLP and the sole member of Artisan Investments. Artisan

Investments is the general partner of APLP and APAM is the general partner of Artisan Holdings. The Artisan Entities have sole voting and sole dispositive power with respect to none of the reported shares. The address for the Artisan Entities is 875 East Wisconsin Avenue, Suite 800, Milwaukee, WI 53202.

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- (4) According to a Schedule 13G/A filed with the SEC on February 2, 2018, The Vanguard Group, Inc. ( Vanguard ), as investment advisor, has sole voting power with respect to 169,066 of the reported shares, shared voting power with respect to 15,616 of the reported shares, sole dispositive with respect to 9,544,278 of the reported shares and shared dispositive power with respect to 176,213 of the reported shares. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of Vanguard, is the beneficial owner of 160,597 shares of the reported shares as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of Vanguard, is the beneficial owner of 24,085 shares of the reported shares as a result of its serving as investment manager of Australian investment offerings. The address of Vanguard is 100 Vanguard Blvd., Malvern, PA 19355.
- (5) According to a Schedule 13G/A filed with the SEC on February 14, 2017, by a joint filing consisting of Bares Capital Management, Inc. ( Bares Capital ) and Brian Bares ( Bares and together with Bares Capital, the Bares Entities ), Bares Capital has beneficial ownership of 6,186,716 shares of Class A common stock and sole voting power and sole dispositive with respect to none of the reported shares and (ii) Bares has beneficial ownership of 6,450,316 shares of the reported shares and sole voting power and sole dispositive power with respect to 263,600 of the reported shares. The Bares Entities share voting and dispositive power with respect to all of the reported shares beneficially owned by Bares Capital. The Bares Entities address is 12600 Hill Country Blvd, Suite R-230, Austin, Texas 78738.
- (6) Consists of (i) 35,000 shares of Class A common stock held of record by Aaron Levie; (ii) 2,565,372 shares of Class B common stock held of record by Mr. Levie; and (iii) 2,545,507 shares of Class B common stock subject to options exercisable within 60 days of March 31, 2018.
- (7) Consists of (i) 1,225,545 shares of Class B common stock held of record by Mr. Smith; (ii) 85,000 shares of Class B common stock held of record by Mr. Smith, as Trustee of the DCS GRAT of 2014; (iii) 772,361 shares of Class B common stock subject to options exercisable within 60 days of March 31, 2018; and (iv) 158,164 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2018.
- (8) Consists of (i) 1,334 shares of Class A common stock held of record by Mr. McGoff; (ii) 14,843 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2018; (iii) 15,492 shares of Class B common stock held of record by Mr. McGoff; and (iv) 119,687 shares of Class B common stock subject to options exercisable within 60 days of March 31, 2018.
- (9) Consists of (i) 5,790 shares of Class A common stock held of record by Mr. Levin; (ii) 249,998 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2018; (iii) 838,600 shares of Class B common stock held of record by Daniel J. Levin and Naomi J. Andrews, as Trustees of the Levin/Andrews Family Trust dated 9/18/99; and (iv) 1,087,499 shares of Class B common stock subject to options exercisable within 60 days of March 31, 2018.
- (10) Consists of (i) 13,899 shares of Class A common stock held of record by Ms. Evan; (ii) 28,568 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2018; and (iii) 120,653 shares of Class B common stock held of record by Ms. Evan.
- (11) Consists of (i) 14,284 shares of Class A common stock held of record by Mr. Krausz; and (ii) 28,568 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2018.
- (12) Consists of the shares listed in footnote (2) above, which are held by SVP III. Mr. O Driscoll is a managing member of SVM III and shares voting and dispositive power with respect to the shares held by SVP III.
- (13) Consists of (i) 184,459 shares of Class A common stock held of record by the Joshua and Jennifer Stein Revocable Trust for which the Mr. Stein serves as Trustee and shares voting and dispositive power; and (ii) 28,568 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2018.
- (14) Consists of (i) 269,050 shares of Class A common stock; (ii) 537,277 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2018; (iii) 6,563,024 shares of Class B common stock; and (iv) 4,525,054 shares of Class B common stock subject to options exercisable within 60 days of March 31, 2018.



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**RELATED PERSON TRANSACTIONS**

We describe below transactions and series of similar transactions, since the beginning of our last fiscal year, to which we were a party or will be a party, in which:

the amounts involved exceeded or will exceed \$120,000; and

any of our directors, nominees for director, executive officers or beneficial holders of more than 5% of any class of our outstanding capital stock, or any immediate family member of, or person sharing the household with, any of these individuals or entities (each, a related person), had or will have a direct or indirect material interest.

**Investors Rights Agreement**

Prior to our initial public offering, we entered into an investors rights agreement which provides, among other things, that certain holders of our capital stock, including entities affiliated with Draper Fisher Jurvetson, Scale Venture Partners III, L.P., Aaron Levie, our Chairman and Chief Executive Officer, and Dylan Smith, our Chief Financial Officer, have the right to demand that we file a registration statement or request that their shares of our capital stock be included on a registration statement that we are otherwise filing.

**Other Transactions**

We have entered into change in control and severance agreements with certain of our executive officers that, among other things, provide for certain severance and change in control benefits. See the section titled and Executive Compensation Potential Payments upon Termination or Change of Control.

We have entered into indemnification agreements with our directors and executive officers. The indemnification agreements and our amended and restated certificate of incorporation and amended and restated bylaws require us to indemnify our directors and executive officers to the fullest extent permitted by Delaware law.

Other than as described above, since February 1, 2017, we have not entered into any transactions, nor are there any currently proposed transactions, between us and a related party where the amount involved exceeds, or would exceed, \$120,000, and in which any related person had or will have a direct or indirect material interest. We believe the terms of the transactions described above were comparable to terms we could have obtained in arm s-length dealings with unrelated third parties.

**Policies and Procedures for Related Party Transactions**

Our Audit Committee has the primary responsibility for reviewing and approving transactions with related persons. Our Audit Committee charter provides that our Audit Committee shall review any related person transactions. Our Board of Directors has adopted a formal written policy providing that we are not permitted to enter into any transaction that exceeds \$120,000 and in which any related person has a direct or indirect material interest without the consent of our Audit Committee. In approving or rejecting any such transaction, our Audit Committee is to consider the relevant facts and circumstances available and deemed relevant to our Audit Committee, including whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related person s interest in the transaction.



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**OTHER MATTERS**

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires that our executive officers and directors, and persons who own more than 10% of our common stock, file reports of ownership and changes of ownership with the SEC. Such directors, executive officers and 10% stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

SEC regulations require us to identify in this proxy statement anyone who filed a required report late during the most recent fiscal year. Based on our review of forms we received, or written representations from reporting persons stating that they were not required to file these forms, we believe that during our fiscal year ended January 31, 2018, all Section 16(a) filing requirements were satisfied on a timely basis with the exception of a late Form 4 for Draper Fisher Jurvetson Fund VIII, L.P., and its related entities, filed on July 12, 2017.

**Fiscal Year 2018 Annual Report and SEC Filings**

Our financial statements for our fiscal year ended January 31, 2018 are included in our Annual Report on Form 10-K, which we will make available to stockholders at the same time as this proxy statement. This proxy statement and our annual report are posted on our website at <http://www.box.com/investors> and are available from the SEC at its website at [www.sec.gov](http://www.sec.gov). You may also obtain a copy of our annual report without charge by sending a written request to Box, Inc., Attention: Investor Relations, 900 Jefferson Ave., Redwood City, California 94063.

\* \* \*

The Board of Directors does not know of any other matters to be presented at the Annual Meeting. If any additional matters are properly presented at the Annual Meeting, the persons named in the enclosed proxy card will have discretion to vote the shares of our common stock they represent in accordance with their own judgment on such matters.

It is important that your shares of our common stock be represented at the Annual Meeting, regardless of the number of shares that you hold. You are, therefore, urged to vote by telephone or by using the Internet as instructed on the enclosed proxy card or execute and return, at your earliest convenience, the enclosed proxy card in the envelope that has also been provided.

**THE BOARD OF DIRECTORS**

Redwood City, California

May 8, 2018



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