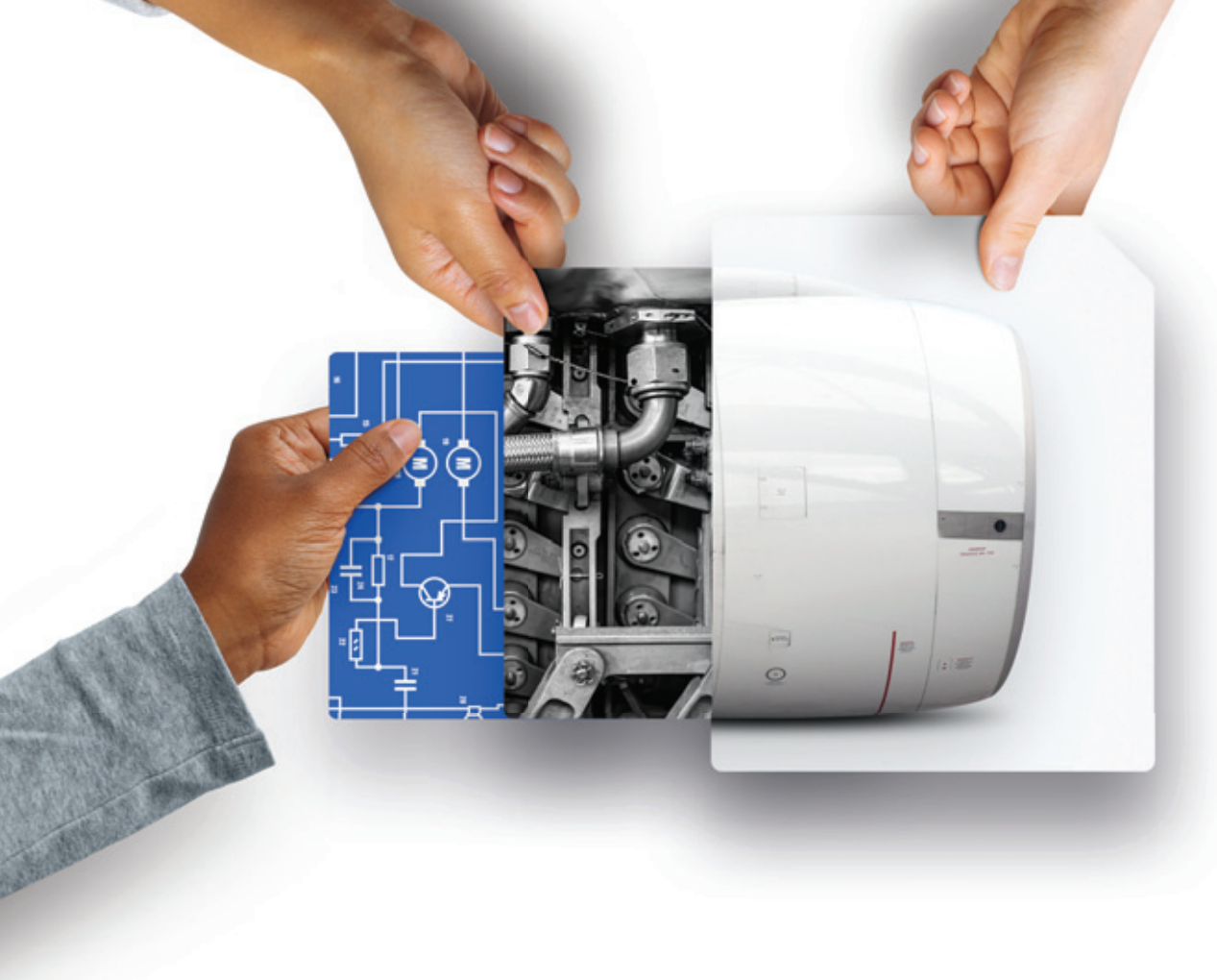




2018
Proxy Statement
and Annual Report



The Cloud Content Management Company

Box is the leader in Cloud Content Management, the simple and secure way to bring people, information and applications together to revolutionize how the world works.

Dear Fellow Stockholders,

At Box, our mission is to power how the world works together. And in FY18, we're incredibly proud to have made significant progress towards this goal, ending the year with over 82,000 paying customers globally, including 69% of the Fortune 500. This past year, we landed wins and expansions with leading organizations such as Farmers Insurance, LionsGate, London's Metropolitan Police, McDonald's, Servier, SunTrust Banks, United Health, and the U.S. Food and Drug Administration.

Overall, we grew revenue 27% year-over-year to more than half a billion dollars. We delivered our first full year of positive free cash flow, and we continued to pioneer the category of cloud content management with new innovations from powerful workflow capabilities to bringing intelligence to content.

With our scale, security, open platform, and culture of continuous product innovation, Box is in a unique position to power the digital workplace of the future for the largest and most regulated enterprises in the world.

This past year, we drove further innovation in cloud content management by introducing a number of key products to our portfolio. Box Relay, our workflow product co-developed with IBM, allows users to easily build, manage, and track their own workflows, reducing manual and repetitive processes. We introduced Box Drive to provide an extremely simple way to stream all of your files in Box right to your desktop, making the move to the cloud easy for enterprises where users can access their files with a familiar, intuitive desktop experience.

We took our innovation to the next level by introducing Box Skills, a framework for applying state-of-the-art machine learning tools such as computer vision, video indexing, and sentiment analysis to content stored in Box. These new groundbreaking intelligence capabilities allow enterprises to uncover insights and reimagine business processes that have traditionally been too costly or impractical to digitize. Our neutral approach to AI services and open architecture enables us to work with Google, Microsoft, IBM, and others to ensure our customers can mix and match AI from multiple vendors and get more and more value from their content in Box.

Further, in today's heightened security and regulatory landscape, traditional approaches for data protection are obsolete and we continued to lead the way in security and compliance for the enterprise. Products like Box KeySafe, Zones, and Governance, help protect customer information and keep our customers secure and compliant in nearly every industry, while driving the growing success of our multi-product strategy.

To extend our lead in privacy and compliance, we launched Box GxP Validation, which is a new add-on product targeted at life sciences companies that enables organizations subjected to FDA regulations to manage both unregulated and regulated content in one compliant platform. We achieved the Department of Defense Level 4 authorization to allow Box to manage the US government's mission critical content. And we announced our solution for global data privacy preparedness ahead of the European Union's General Data Protection Regulation (GDPR). The levels of certification we have reached for compliance requirements such as HIPAA, FINRA, FedRAMP, and European Binding Corporate Rules, continue to be significant differentiators for Box.

Finally, our neutral and open architecture allows us to partner strategically with a wide range of channel and technology partners to reach more enterprises around the world. This past year, we announced a deeper partnership with Microsoft which enables Azure account executives globally to co-sell and be compensated for selling Box using Azure. Along with our more established strategic partnerships including AT&T, IBM, and many others, our partner ecosystem continues to play a critical role in our go to market strategy.

We're proud to have surpassed \$500 million in annual revenue this year, and as we look ahead to FY19, we know we're just getting started. The market for content management and collaboration is over \$40 billion and we're in a tremendous position to win in this space and enable our customers to work in the digital age.

We believe the future of work will look very different from what we see today. People will be able to securely share and collaborate with partners halfway around the globe as easily as colleagues sitting right next to them. Ideas will be shared in real-time with anyone in an organization to speed up execution. The right content will make its way to the right people before they even think to search for it. New insights will be intelligently captured from the massive amounts of structured and unstructured data to help drive better decisions.

This is our opportunity at Box: to power how the world works together. Every day that we deliver on our mission, doctors can focus more of their time on saving lives, movies get made in all new ways, researchers can collaborate better than ever to discover new treatments and cures, police can prevent and solve more crimes, humanitarians have the tools to rapidly triage crises, and the products we use on an everyday basis become better and more innovative.

And no matter how the world changes around us, it's our relentless focus on blowing our customers' minds that allows Box to stay ahead of the competition and deliver on our mission.

Go Cloud!

Aaron Levie

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 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, 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.

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.

How do I vote?

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

- by Internet at 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, 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. 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.

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

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

- 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.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

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
Directors with Terms Expiring at the Annual Meeting/Nominees						
Dana Evan ⁽¹⁾⁽²⁾⁽³⁾	I	58	Director	2011	2018	2021
Steven Krausz ⁽¹⁾	I	63	Director	2013	2018	2021
Aaron Levie	I	33	Chairman and Chief Executive Officer	2005	2018	2021
Continuing Directors						
Dan Levin	II	54	Director	2010	2019	—
Gary Reiner ⁽³⁾	II	63	Director	2012	2019	—
Josh Stein ⁽²⁾⁽³⁾	II	44	Director	2006	2019	—
Rory O’Driscoll ⁽¹⁾⁽²⁾	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., 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

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.

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

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

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.

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.

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

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:

<u>Committee</u>	<u>Committee Member Annual Retainer</u>	<u>Committee Chair Annual Retainer</u>
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.

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.

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

- (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.

**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.**

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.**

**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.

	2017	2018
Audit Fees ⁽¹⁾	\$1,887,500	\$2,782,241
Audit-Related Fees ⁽²⁾	\$ 290,000	\$ 361,355
Tax Fees ⁽³⁾	\$ 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.

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.**

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.

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.

<u>Name</u>	<u>Age</u>	<u>Position</u>
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 Informatica 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.

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

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.

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:

<u>Element</u>	<u>Reasons for Providing Element</u>
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.

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:

<u>Compensation Peer Group Entering Fiscal 2018</u>		<u>Compensation Peer Group Revised in Fiscal 2018 for Decisions after September 2017</u>
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.
	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.

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 officer's 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.

<u>Named Executive Officer</u>	<u>Base Salary Entering Fiscal 2018</u>	<u>Base Salary Effective April 1, 2017</u>	<u>Base Salary Effective August 1, 2017</u>	<u>Base Salary Effective October 1, 2017</u>
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.

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:

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

- *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:

<u>Performance Measure</u>	<u>Target (in millions)</u>	<u>Result (in millions)</u>	<u>Achievement of Target</u>
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:

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

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

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

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.

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(\$) ⁽¹⁾	Stock Awards(\$) ⁽²⁾	Option Awards(\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$) ⁽³⁾	All Other Compensation (\$) ⁽⁴⁾	Total Compensation (\$)
Aaron Levie <i>Chief Executive Officer</i>	2018	180,000	—	—	—	95,000	200	275,200
	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	625,908
Dan Levin <i>Former Chief Operating Officer</i>	2018	205,833	—	—	3,366,275 ⁽⁵⁾	—	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

- (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 Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$) ⁽¹⁾
		Threshold (\$)	Target (\$)	Maximum (\$)				
Aaron Levie ⁽²⁾	—	—	99,000	—	—	—	—	
Stephanie Carullo	—	—	102,586	—	—	—	—	
	8/1/2017	—	—	—	200,000	—	3,802,000	
	8/1/2017	—	—	—	—	400,000	19.01	
Dylan Smith	—	—	183,444	—	—	—	—	
	4/9/2017	—	—	—	—	225,000	16.68	
	4/9/2017	—	—	—	—	225,000	16.68	
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	
	4/9/2017	—	—	—	—	250,000	16.68	

- (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.

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 Unexercisable (#)	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 (\$) ⁽¹⁾
Aaron Levie	07/15/2010 ⁽²⁾	588,841	—	0.29	07/14/2020	—	—
	04/07/2011 ⁽²⁾	25,000	—	0.59	04/06/2021	—	—
	04/02/2012 ⁽²⁾	770,000	—	1.16	04/01/2022	—	—
	04/02/2012 ⁽²⁾	410,000	—	4.00	04/01/2022	—	—
	04/02/2012 ⁽²⁾	410,000	—	4.00	04/01/2022	—	—
	04/27/2012 ⁽³⁾	307,499	102,501	4.00	04/26/2022	—	—
Stephanie Carullo . . .	08/01/2017 ⁽⁴⁾	—	400,000	19.01	08/01/2027	—	—
	08/01/2017 ⁽⁵⁾	—	—	—	—	200,000	4,448,000
Dylan Smith	04/07/2011 ⁽²⁾	17,362	—	0.59	04/06/2021	—	—
	04/01/2012 ⁽²⁾	140,000	—	1.16	03/31/2022	—	—
	04/01/2012 ⁽²⁾	240,000	—	1.16	03/31/2022	—	—
	02/07/2013 ⁽²⁾	140,000	—	4.63	02/06/2023	—	—
	04/03/2014 ⁽⁶⁾	137,083	2,917	17.85	04/02/2024	—	—
	01/02/2015 ⁽⁷⁾	84,999	35,001	14.05	01/02/2025	—	—
	06/18/2015 ⁽⁷⁾	24,083	9,917	17.52	06/18/2025	—	—
	04/09/2017 ⁽⁸⁾	—	225,000	16.68	04/09/2027	—	—
	04/09/2017 ⁽⁹⁾	—	225,000	16.68	04/09/2027	—	—
Peter McGoff	04/27/2012 ⁽²⁾	125,000	—	1.16	04/26/2022	—	—
	04/03/2014 ⁽⁶⁾	24,479	521	17.85	04/02/2024	—	—
	01/02/2015 ⁽⁷⁾	26,562	10,938	14.05	01/02/2025	—	—
	06/18/2015 ⁽⁷⁾	13,281	5,469	17.52	06/18/2025	—	—
	04/03/2014 ⁽¹⁰⁾	—	—	—	—	782	17,392
	01/02/2015 ⁽¹¹⁾	—	—	—	—	5,860	130,326
	05/24/2016 ⁽¹²⁾	—	—	—	—	37,969	844,431
	05/24/2016 ⁽¹²⁾	—	—	—	—	60,469	1,344,831
	04/09/2017 ⁽¹³⁾	—	—	—	—	70,000	1,556,800
	10/04/2017 ⁽¹⁴⁾	—	—	—	—	85,000	1,890,400
Dan Levin	04/19/2013 ⁽²⁾	300,000	—	4.63	04/18/2023	—	—
	04/19/2013 ⁽²⁾	300,000	—	4.63	04/18/2023	—	—
	04/03/2014 ⁽⁶⁾	293,749	6,251	17.85	04/02/2024	—	—
	01/02/2015 ⁽⁷⁾	177,083	10,416	14.05	01/02/2025	—	—
	06/18/2015 ⁽⁷⁾	35,416	2,083	17.52	06/18/2025	—	—
	05/24/2016 ⁽¹⁵⁾	137,499	12,500	12.09	05/24/2026	—	—
	04/09/2017 ⁽¹⁶⁾	—	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.

- (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 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 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 (\$) ⁽¹⁾
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.

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.

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.

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.

<u>Executive</u>	<u>Payment Elements</u>	<u>Termination Without Cause or Termination for Good Reason Within Change in Control Period (\$)</u>	<u>Termination Without Cause Outside of Change in Control Period (\$)</u>
Aaron Levie	Salary	180,000	90,000
	Bonus	99,000	—
	Stock Options ⁽¹⁾	1,869,618	—
	Stock Awards ⁽²⁾	—	—
	Health Coverage ⁽³⁾	19,336	9,668
	Total	2,167,954	99,668
Stephanie Carullo	Salary	370,000	185,000
	Bonus	203,500	—
	Stock Options ⁽¹⁾	780,581	—
	Stock Awards ⁽²⁾	2,502,000	—
	Health Coverage ⁽³⁾	19,583	9,792
	Total	3,875,664	194,792
Dylan Smith	Salary	340,000	170,000
	Bonus	187,000	—
	Stock Options ⁽¹⁾	2,848,272	—
	Stock Awards ⁽²⁾	—	—
	Health Coverage ⁽³⁾	28,127	14,063
	Total	3,403,399	184,063
Peter McGoff	Salary	350,000	175,000
	Bonus	175,000	—
	Stock Options ⁽¹⁾	117,683	—
	Stock Awards ⁽²⁾	5,784,179	—
	Health Coverage ⁽³⁾	28,127	14,063
	Total	6,454,989	189,063

- (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.

- (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.

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.

<u>Plan Category</u>	<u>Class of Common Stock</u>	<u>(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</u>	<u>(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights⁽¹⁾</u>	<u>(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))</u>
Equity compensation plans approved by stockholders	Class A ⁽²⁾	2,810,245	\$15.95	16,772,606
	Class B ⁽³⁾	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.

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	
5% Stockholders:					
Entities affiliated with Draper Fisher Jurvetson ⁽¹⁾	2,439,363	1.90%	3,774,154	33.60%	16.80%
Scale Venture Partners III, L.P. ⁽²⁾	42,852	*	1,712,362	15.30%	7.10%
Entities affiliated with Artisan Partners Limited Partnership ⁽³⁾	7,246,090	5.60%	—	—	3.00%
The Vanguard Group, Inc. ⁽⁴⁾	9,720,491	7.60%	—	—	4.00%
Bares Capital Management, Inc. ⁽⁵⁾	6,450,316	5.00%	—	—	2.70%
Named Executive Officers and Directors:					
Aaron Levie ⁽⁶⁾	35,000	*	5,110,879	37.10%	19.20%
Dylan Smith ⁽⁷⁾	158,164	*	2,082,906	17.40%	8.40%
Stephanie Carullo	—	*	—	*	*
Peter McGoff ⁽⁸⁾	16,177	*	135,179	1.20%	*
Dan Levin ⁽⁹⁾	255,788	*	1,926,099	15.60%	7.80%
Dana Evan ⁽¹⁰⁾	42,467	*	120,653	1.10%	*
Steven Krausz ⁽¹¹⁾	42,852	*	—	*	*
Rory O'Driscoll ⁽¹²⁾	42,852	*	1,712,362	15.30%	7.10%
Gary Reiner	—	—	—	—	*
Josh Stein ⁽¹³⁾	213,027	*	—	—	*
All current executive officers and directors as a group (10 persons) ⁽¹⁴⁾	806,327	*	11,088,078	70.40%	39.10%

* 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.

- (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.

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.

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

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _____ TO _____
Commission File Number 001-36805

Box, Inc.

(Exact name of registrant as specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-2714444
(I.R.S. Employer
Identification No.)

900 Jefferson Ave.
Redwood City, California 94063
(Address of principal executive offices and Zip Code)

(877) 729-4269
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	New York Stock Exchange
Securities registered pursuant to Section 12(g) of the Act: None	

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act (the Exchange Act). YES NO

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>
	Emerging growth company <input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant, based on the closing price of a share of the registrant's Class A common stock on July 31, 2017 as reported by the New York Stock Exchange on such date was approximately \$2.0 billion. Shares of the registrant's Class A common stock and Class B common stock held by each executive officer, director and holder of 10% or more of the outstanding Class A common stock and Class B common stock have been excluded in that such persons may be deemed to be affiliates. This calculation does not reflect a determination that certain persons are affiliates of the registrant for any other purpose.

As of February 28, 2018, the number of shares of the registrant's Class A common stock outstanding was 126,152,757 and the number of shares of the registrant's Class B common stock outstanding was 11,357,861.

Portions of the registrant's Definitive Proxy Statement relating to the Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated. Such Definitive Proxy Statement will be filed with the Securities and Exchange Commission within 120 days after the end of the registrant's fiscal year ended January 31, 2018.

Box, Inc.
Annual Report on Form 10-K
For the Fiscal Year Ended January 31, 2018

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “could,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential” or “continue” or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans or intentions. Forward-looking statements contained in this Annual Report on Form 10-K include, but are not limited to, statements about:

- our future financial and operating results; including expectations regarding revenues, deferred revenue, billings, gross margins and operating income;
- our ability to maintain an adequate rate of revenue and billings growth and our expectations regarding such growth;
- our market opportunity, business plan and ability to effectively manage our growth;
- our ability to achieve profitability and positive cash flow;
- our ability to achieve our long-term margin objectives;
- our expectations regarding our revenue mix;
- costs associated with defending intellectual property infringement and other claims and the frequency of such claims;
- our ability to attract and retain end-customers;
- our ability to further penetrate our existing customer base;
- our expectations regarding our retention rate;
- our ability to displace existing products in established markets;
- our ability to expand our leadership position as a cloud content management platform;
- our ability to timely and effectively scale and adapt our existing technology;
- our ability to innovate new products and features and bring them to market in a timely manner and the expected benefits to customers and potential customers of our products;
- our investment strategy, including our plans to further invest in our business, including investment in research and development, sales and marketing, our datacenter infrastructure and our professional services organization, and our ability to effectively manage such investments;
- our ability to expand internationally;
- expectations about competition and its effect in our market and our ability to compete;
- the effects of seasonal trends on our operating results;
- use of non-GAAP financial measures;
- our belief regarding the sufficiency of our cash, cash equivalents and our credit facilities to meet our working capital and capital expenditure needs for the next 12 months;
- our expectations concerning relationships with third parties;
- our ability to attract and retain qualified employees and key personnel;
- our ability to realize the anticipated benefits of our partnerships with third parties;

- the effects of new policies, taxes and regulations on our business;
- management’s plans, beliefs and objectives, including the importance of our brand and culture on our business;
- our ability to maintain, protect and enhance our brand and intellectual property; and
- future acquisitions of or investments in complementary companies, products, services or technologies and our ability to successfully integrate such companies or assets.

These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in the section titled “Risk Factors” and elsewhere in this Annual Report on Form 10-K. Moreover, we operate in a very competitive and rapidly changing environment, and new risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this Annual Report on Form 10-K may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. We undertake no obligation to update publicly any forward-looking statements for any reason after the date of this Annual Report on Form 10-K to conform these statements to actual results or to changes in our expectations, except as required by law.

You should read this Annual Report on Form 10-K and the documents that we reference in this Annual Report on Form 10-K and have filed with the SEC as exhibits to this Annual Report on Form 10-K with the understanding that our actual future results, levels of activity, performance, and events and circumstances may be materially different from what we expect.

PART I

Item 1. BUSINESS

Overview

Box provides a leading cloud content management platform that enables organizations of all sizes to securely manage their 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 legal and regulatory requirements, internal policies and industry standards and regulations. Our platform enables a broad set of business use cases across an enterprise, across multiple file formats and media types, and 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.

At our founding in 2005, we recognized that content is more accessible, secure and powerful when it is centrally stored, managed and shared. We have architected our cloud content management platform from the ground up to meet the evolving demands of today's distributed and mobile workforce, and of enterprises that are looking to benefit from the increasing digitization of business. This architecture enables users to work and collaborate on content from anywhere in the world and allows organizations to centrally apply and manage policies and controls across all users and content simultaneously.

Our go-to-market strategy combines top-down, high-touch sales efforts with end-user-driven bottoms-up adoption. We focus our efforts on larger enterprises, capitalizing on international growth, and utilizing our partner ecosystem. Our sales representatives engage in direct interaction with IT decision makers including CEOs, CIOs, CISOs, IT directors and business department heads. We also field inbound inquiries and online sales opportunities. We further expand our market reach by leveraging a network of our channel partners that is comprised of value added resellers and systems integrators. We offer individuals a free basic version of Box that allows them to experience first-hand our easy-to-use and secure solution. Use of the Box offering often spreads virally within and across organizations, as users adopt Box and invite new users to collaborate. In addition, an organization will frequently purchase Box for one use case and then later expand its deployment to other use cases with larger groups of employees leading to deeper engagement with our service.

We also provide industry-specific offerings that address targeted business needs through a combination of technology, services and marketing programs. Where relevant, we also facilitate compliance with industry-specific standards and regulations to enable organizations to use Box in accordance with applicable legal requirements. These industry solutions are aimed to speed the deployment and time-to-value for customers in industries such as healthcare and life sciences, financial services, legal services, media and entertainment, retail, education, energy and government.

We are building a rich technology partner ecosystem around Box. We offer over 1,000 integrations with partners including Microsoft, IBM, Salesforce.com, Apple, Google, Facebook, Slack, Palo Alto Networks and others, giving our users easy access to their content in Box without leaving these applications. In addition, in-house enterprise developers and independent software developers can rapidly build and provision new applications that leverage and extend the core functionality of our services, increasingly with a focus on specific industries and vertical market use cases. To date, tens of thousands of third-party developers have leveraged our platform as the secure content layer for their applications.

The Box Solution

We offer web, mobile and desktop applications for cloud content management on a platform for developing custom applications, and a series of industry-specific solutions. Box features and functionality include the following:

- **Cloud Architecture.** We have built our platform from the ground up on a cloud-based architecture, which enables us to rapidly develop, update and provision our services to users. Our proprietary cloud architecture is particularly well-suited for today's dynamically changing business requirements because it enables our users to use the most up-to-date versions of our solutions at all times and administrators to immediately apply changes in policies and controls across all their organization's critical content simultaneously.
- **Mobility.** Our solution enables users to securely access, manage, share and collaborate on their content anytime and from anywhere, using nearly any device and a variety of operating systems through both native and web browser applications.
- **Elegant, Intuitive and User-Focused Interface.** We are dedicated to keeping our solution easy for users to understand with little to no upfront training. We strive to enable quick and viral user adoption by maintaining a simple and elegant interface with compelling access, sharing and collaboration features.
- **Built to Handle Content of Nearly Any Type.** We have designed our solution to serve as the central content management layer for an organization's employees. Users can securely access, share and collaborate on all types of information, regardless of format or file type, and from virtually any device or operating system.
- **Simple and Rapid Deployment.** Our cloud-based software allows organizations to easily, quickly and inexpensively deploy our products. IT administrators can quickly add users, set up permissions, create folders and policies, implement automated workflows and begin using our products almost immediately without the need to procure and provision hardware or install and configure software.
- **Enterprise-Grade Security.** We have invested heavily to build robust security features to protect our customers from the most pervasive security threats. At the most basic level, all files stored in Box are encrypted at rest and in transit. Box's information rights management (IRM) features enable secure access and management of files by providing granular control over users' ability to access, view, download, edit, print or share content. With our Box KeySafe product, organizations can implement higher levels of data security and protection by keeping control of the encryption keys that protect their content. This advanced encryption feature is valuable to many organizations, including those in highly regulated industries such as financial services, health care, government and legal.
- **Administrative Controls.** We give IT administrators powerful tools to define access rights by user, content type, device and business need. Administrators can set specific content policies such as expiration dates to auto-delete files or deactivate links to time-sensitive materials. They can also manage mobile and sync security settings, including specification of which devices have access to Box and whether certain features are enabled.
- **Tracking and Reporting for Visibility.** All actions taken by paying business users and their external collaborators in Box are tracked and auditable by our customers' authorized administrators through Box's native administrative applications. The tracking and audit data are also accessible to administrators with the appropriate access rights via our application programming interfaces (APIs).
- **Comprehensive Data Governance Strategy.** Box serves as a secure, centralized system of record for retaining content for operational use while ensuring adherence to the laws and regulations concerning them, using data retention and Data Loss Prevention (DLP) capabilities. Our data security policies allow customers to apply quarantine or notification-only policies to sensitive confidential files, such as those containing predefined attributes, such as credit card or social security system numbers, and we

provide robust integrations for leading eDiscovery and DLP systems. Our Box Governance product allows customers to control how long documents are to be retained in Box and the disposition of those documents when the retention period expires.

- **Automation and Workflow Management.** We give IT administrators the power to automate workflows based on a set of rules determined by the end users. For example, documents can be routed to specific folders or flagged for user actions based on the content of the document. In addition, we continue to innovate through Box Relay, which enables our end users to easily build, manage and track their own workflows. This allows customers to accelerate the flow of information through their organizations and increase the efficiency of their business processes.
- **Box Platform for Custom Application Development.** We provide a content Platform-as-a-Service (cPaaS) product, known as Box Platform to customers, independent software vendors (ISVs), and third-party developers that allows them to leverage our secure content management and collaboration functionality for their own custom business applications. Box Platform helps organizations accelerate their transformation into digital businesses by building applications faster, without having to invest in building their own content management infrastructure.
- **Easy Integration with Other Cloud-Based Applications.** Our open platform allows for easy integration with other cloud-based and enterprise applications. We offer over 1,000 integrations with partners including IBM, Microsoft, Salesforce.com, Google, Facebook, Slack, Palo Alto Networks and others, as well as an open API for organizations to integrate Box with other packaged and home-grown applications, including solution applications our customers build for their customers.
- **Focus on Industry-Specific Offerings.** In order to facilitate easier and faster time to market, we offer industry-specific solutions for those industries that have significant content and collaboration challenges. These offerings target specific business problems within those industries with a combination of Box, integration with industry-specific partner technologies, implementation expertise from Box Consulting and/or implementation partners, as well as templates for metadata and workflows that are applicable to those industries. For example, Box for Healthcare is an offering that transforms how healthcare providers work. Tailored specifically for hospitals, this solution streamlines referral management, enables users to view and share DICOM files (like X-rays, CT Scans and Ultrasounds), reduces the need for manual faxing and scanning, and unlocks data trapped in hospital-based enterprise systems. In addition, we recently launched Box GxP Validation, which targets life science companies and provides a new approach for maintaining always-on GxP compliance in the cloud and enables organizations subject to Food and Drug Administration regulations to manage both unregulated and regulated content within Box. We are able to serve highly regulated industries with specific requirements relating to compliance with certain security and regulatory standards, such as GxP and FedRAMP, and those required by HIPAA, FINRA, and the HITECH Act.
- **Box Zones for In-Region Data Storage.** Box Zones enables businesses around the globe to adopt Box as their modern content management platform, while letting them store their data locally in certain regions. This helps organizations to address region-specific compliance mandates associated with data residency and privacy.

Customers

Our user base includes over 58 million registered users. We define a registered user as a Box account that has been provisioned a unique user identification number. As of January 31, 2018, approximately 83% of our registered users were non-paying users who independently registered for accounts and approximately 17% of our registered users were paying users who registered as part of a larger enterprise or business account or by using a paid personal account.

As of January 31, 2018, we had over 82,000 paying organizations, and our solution was offered in 23 languages. We define paying organizations as separate and distinct buying entities, such as a company, an

educational or government institution, or a distinct business unit of a large corporation, that have entered into a subscription agreement with us to utilize our services. Organizations typically purchase our solution in the following ways: (i) employees in one or more small groups within the organization may individually purchase our service; (ii) organizations may purchase IT-sponsored, enterprise-level agreements with deployments for specific, targeted use cases ranging from tens to thousands of user seats; (iii) organizations may purchase IT-sponsored, enterprise-level agreements where the number of user seats sold is intended to accommodate and enable nearly all information workers within the organization in whatever use cases they desire to adopt over the term of the subscription; and (iv) organizations may purchase our Box Platform service to create custom business applications for their internal use and extended ecosystem of customers, suppliers and partners.

For the year ended January 31, 2018, approximately 60% of revenue for our subscription services was from customers with greater than 1,000 employees. No individual customer represented more than 10% of our revenue in the year ended January 31, 2018.

We have developed several programs designed to provide customers with service options to quickly get them up and running and enhance their usage of our cloud content management platform. These services include 24x7 support provided by our Customer Success Management group and certain resellers; a professional services ecosystem that consists of our Box Consulting team and system integrators that help customers implement cloud content management oriented use cases; a Customer Success Management group to assist customers in production; and an online community with self-service training materials, best practice guides and product documentation.

Our geographic revenue and segment information is set forth in Notes 2 and 13, respectively, of our Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Sales and Marketing

We offer our solution to our customers as a subscription-based service, with subscription fees based on the requirements of our customers, including the number of users and functionality deployed. The majority of our customers subscribe to our services through one-year contracts, although we also offer our services for terms ranging from one month to three years or more. We typically invoice our customers at the beginning of the term, in multiyear, annual, quarterly or monthly installments. We generally recognize subscription revenue ratably over the term of the subscription period.

We employ a direct sales team to offer a higher touch experience. We also make it easy for users and organizations to subscribe to paid versions of our service on our self-service web portal. Our sales team is composed of inside sales, outbound sales and field sales personnel who are generally organized by account size and geography, and/or major industry focus. We also have a rich ecosystem of channel partners who expand our reach to both large and small enterprises.

We generate customer leads, accelerate sales opportunities and build brand awareness through our marketing programs and through our strategic relationships. Our marketing programs target senior IT leaders, technology professionals and senior line of business leaders.

As a core part of our strategy, we have developed an ecosystem of partners to both broaden and complement our application offerings and to provide a broad array of services that fall outside of Box's areas of focus. These relationships include software and technology partners, as well as consulting and implementation services providers that enable Box to address a broader set of use cases for our customers.

Sales and marketing expenses were \$303.3 million, \$253.0 million and \$242.2 million for the years ended January 31, 2018, 2017 and 2016, respectively.

Research and Development

Our ability to compete depends in large part on our continuous commitment to product development and our ability to rapidly introduce new applications, technologies, features and functionality. In simple conceptual form,

we provide a product that allows organizations to securely manage, share and collaborate on files. In practice, we develop and maintain a set of sophisticated software services (e.g., search, share, secure, convert/view, logging) around corporate content. These services, which comprise our platform, are used to develop our own applications (e.g., sync, desktop, web, native mobile) and also support the development of third-party applications.

Our product development organization is responsible for the specification, design, development and testing of our platform and applications. We focus our efforts on improving the usability, security, reliability, performance and flexibility of the services in our platform. We strive to continually improve our applications so that they help users and teams become more productive in their day-to-day work.

Research and development expenses were \$136.8 million, \$115.9 million and \$102.5 million for the years ended January 31, 2018, 2017 and 2016, respectively.

Competition

The cloud content management market is large, highly competitive and highly fragmented. It is subject to rapidly evolving technology, shifting customer needs and frequent introductions of new products and services. We face competition from a broad spectrum of technology providers: traditional cloud content management vendors who deploy on-premise and offer deep records management, business process workflow, and archival capabilities; newer mobile enterprise vendors who are beginning to enter the content collaboration market; vendors whose core competency is simple file sync and share, which can be deployed on-premise, hybrid, or via a SaaS delivery model; real-time collaboration vendors whose focus is on real-time voice, video and text communication in the enterprise; and social collaboration vendors who focus on the conversations that occur between teams are adding adjacent content capabilities onto an existing product, or serve a particular business or industry use case. Our primary competitors in the cloud content management market include, but are not limited to, Microsoft and Open Text (Documentum). In the enterprise file sync and share market, our primary competitors include, but are not limited to, Microsoft, Google and, to a lesser extent, Dropbox.

We may face future competition in our markets from other large, established companies, as well as from smaller specialized companies. In addition, we expect continued consolidation in our industry which could adversely alter the competitive dynamics of our markets including both pricing and our ability to compete successfully for customers.

The principal competitive factors in our market include:

- enterprise-grade security and compliance;
- ease of user experience;
- scalable product and infrastructure for large deployments;
- speed, availability, and reliability of the service;
- low-cost, quick deployment;
- depth of integration into enterprise applications, including office productivity, desktop and mobile tools;
- current and forward-thinking product development;
- agnostic to device, operating system, and file type;
- metadata capabilities;
- ability to store content in multiple geographic locations;
- automation and workflow management;
- extensible platform for custom application development;
- customer-centric product development;

- rich ecosystem of channel partners and applications;
- superior customer service and commitment to customer success; and
- strength of professional services organization.

We believe that we compete favorably on the basis of these factors. Our ability to remain competitive will depend to a great extent upon our ongoing performance in the areas of product development, core technical innovation, platform and partner ecosystem, and customer support. In addition, many of our competitors, particularly the large software companies named above, may have greater name recognition, longer operating histories, larger marketing budgets, significantly greater resources and established relationships with our partners and customers, which can give them advantageous positioning for their products despite other competitive merits of respective product features and functionality. Some competitors may be able to devote greater resources to the development, promotion and sale of their products than we can to ours, which could allow them to respond more quickly than we can to new technologies and changes in customer needs.

Intellectual Property

We rely on a combination of trade secrets, patents, copyrights and trademarks, as well as contractual protections, to establish and protect our intellectual property rights. As of January 31, 2018, we had 59 issued patents in the United States, 18 issued patents in Great Britain, 2 issued patents in Canada, and 1 issued patent in Japan, that expire between 2027 and 2035, as well as 99 pending patent applications in the United States and 8 pending patent applications internationally. We intend to pursue additional patent protection to the extent that we believe it would be beneficial and cost effective.

We require our employees, contractors, consultants and other third parties to enter into confidentiality and proprietary rights agreements and control access to software, documentation and other proprietary information. Although we rely on intellectual property rights, including trade secrets, patents, copyrights and trademarks, as well as contractual protections, to establish and protect our proprietary rights, we believe that factors such as the technological and creative skills of our personnel, creation of new modules, features and functionality, and frequent enhancements to our applications are more essential to establishing and maintaining our technology leadership position.

Despite our efforts to protect our proprietary technology and our intellectual property rights, unauthorized parties may attempt to copy or obtain and use our technology to develop applications with the same functionality as our services. Policing unauthorized use of our technology and intellectual property rights on a global basis is difficult.

We expect that software and other applications in our industry may be subject to third-party infringement claims as the number of competitors grows and the functionality of applications in different industry segments overlaps. Any of these third parties might make a claim of infringement against us at any time.

Backlog

We generally sign annual and multiple-year subscription contracts for our cloud content management services. The frequency of our invoices to each customer is negotiated and varies among our subscription contracts. We continued to focus on annual payment frequencies for multi-year contracts in the twelve months ended January 31, 2018. As a result, for multi-year contracts, we frequently invoice an initial amount at contract signing followed by subsequent annual invoices. Until amounts are invoiced, they are typically not recorded in revenue, deferred revenue, billings or elsewhere in our consolidated financial statements. To the extent future invoicing is determined to be certain, we consider those future subscription invoices to be non-cancelable backlog. Future invoicing is determined to be certain when we have an executed non-cancelable contract and invoicing is not dependent on a future event such as the delivery of a specific new product or feature, or the achievement of contractual contingencies. We had \$278 million and \$258 million of non-cancelable backlog as of January 31, 2018 and 2017, respectively. The amount of non-cancelable backlog as of January 31, 2018 was

primarily driven by the addition of new customers with large initial deployments, expansion of the number of users within existing customers, strong attach rates of new products, partially offset by reduced contribution from the enhanced developer access fee from one of our resellers and the impact of large customer contracts scheduled for renewals in fiscal year 2019.

We expect that the amount of backlog relative to the total value of our contracts will change from year to year due to several factors, including the percentage invoiced early in the contract term, the timing and duration of customer subscription agreements, varying price, volume, and invoicing cycles of subscription contracts, the timing of customer regularly scheduled renewals, and foreign currency fluctuations. Accordingly, we believe that fluctuations in backlog are not always a reliable indicator of future revenue and we do not utilize backlog as a key management metric internally.

Employees

As of January 31, 2018, we had 1,784 employees. None of our employees are represented by a labor union. We have not experienced any work stoppages, and we consider our relations with our employees to be very good.

Corporate Information

Our principal executive offices are located at 900 Jefferson Ave., Redwood City, California 94063, and our telephone number is (877) 729-4269. Our website address is www.box.com, and our investor relations website is located at www.box.com/investors. The information on, or that can be accessed through, our website is not part of this Annual Report on Form 10-K. We were incorporated in 2005 as Box.Net, Inc., a Washington corporation, and later reincorporated in 2008 under the same name as a Delaware corporation. In November 2011, we changed our name to Box, Inc. The Box design logo, “Box” and our other registered and common law trade names, trademarks and service marks are the property of Box, Inc. Other trademarks, service marks, or trade names appearing in this Annual Report on Form 10-K are the property of their respective owners.

Available Information

We file annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to reports filed or furnished pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended. The public may obtain these filings at the Securities and Exchange Commission (the SEC)’s Public Reference Room at 100 F Street, NE, Washington, DC 20549 or by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website at www.sec.gov that contains reports, proxy and information statements and other information that we file with the SEC electronically. Copies of our reports on Form 10-K, Forms 10-Q, Forms 8-K, and amendments to those reports may also be obtained, free of charge, electronically through our investor relations website located at www.box.com/investors as soon as reasonably practical after we file such material with, or furnish it to, the SEC.

We also use our investor relations website as a channel of distribution for important company information. Important information, including press releases, analyst presentations and financial information regarding us, as well as corporate governance information, is routinely posted and accessible on certain Twitter accounts, such as @boxhq, @levie and @boxincir. Information on or that can be accessed through our websites or are on these Twitter accounts is not part of this Annual Report on Form 10-K, and the inclusion of our website addresses and Twitter accounts are inactive textual references only.

Item 1A. RISK FACTORS

Investing in our Class A common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information in this Annual Report on Form 10-K, including in the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes, before making a decision to invest in our Class A common stock. If any of the risks actually occur, our business, financial condition, operating results and prospects could be materially and adversely affected. In that event, the market price of our Class A common stock could decline, and you could lose part or all of your investment.

Risks Related to Our Business and Our Industry

We have a history of cumulative losses, and we do not expect to be profitable for the foreseeable future.

We have incurred significant losses in each period since our inception in 2005. We incurred net losses of \$155.0 million, \$151.8 million and \$202.9 million in our fiscal years ended January 31, 2018, 2017 and 2016, respectively. As of January 31, 2018, we had an accumulated deficit of \$1.0 billion. These losses and accumulated deficit reflect the substantial investments we made to acquire new customers and develop our services. We intend to continue scaling our business to increase our number of users and paying organizations and to meet the increasingly complex needs of our customers. We have invested, and expect to continue to invest, in our sales and marketing organizations to sell our services around the world and in our product development organization to deliver additional features and capabilities of our cloud services to address our customers’ evolving needs. We also expect to continue to make significant investments in our infrastructure and in our professional service organization as we focus on customer success. As a result of our continuing investments to scale our business in each of these areas, we do not expect to be profitable for the foreseeable future. Furthermore, to the extent we are successful in increasing our customer base, we will also incur increased losses due to upfront costs associated with acquiring new customers, particularly as a result of the limited free trial version of our service, and the nature of subscription revenue, which is generally recognized ratably over the term of the subscription period, which is typically one year, although we also offer our services for terms ranging from one month to three years or more. We cannot assure you that we will achieve profitability in the future or that, if we do become profitable, we will sustain profitability.

The market in which we participate is intensely competitive, and if we do not compete effectively, our operating results could be harmed.

The market for cloud content management services is fragmented, rapidly evolving and highly competitive, with relatively low barriers to entry for certain applications and services. Many of our competitors and potential competitors are larger and have greater name recognition, substantially longer operating histories, larger marketing budgets and significantly greater resources than we do. Our primary competitors in the cloud content management market include, but are not limited to, Microsoft and Open Text (Documentum). In the enterprise file sync and share market, our primary competitors include, but are not limited to, Microsoft, Google and, to a lesser extent, Dropbox. With the introduction of new technologies and market entrants, we expect competition to continue to intensify in the future. If we fail to compete effectively, our business will be harmed. Some of our principal competitors offer their products or services at a lower price or for free, which has resulted in pricing pressures on our business. If we are unable to achieve our target pricing levels, our operating results would be negatively impacted. In addition, pricing pressures and increased competition generally could result in reduced sales, lower margins, losses or the failure of our services to achieve or maintain widespread market acceptance, any of which could harm our business.

Many of our competitors are able to devote greater resources to the development, promotion and sale of their products or services. In addition, many of our competitors have established marketing relationships and major distribution agreements with channel partners, consultants, system integrators and resellers. Moreover, many software vendors could bundle products or offer them at lower prices as part of a broader product sale or

enterprise license arrangement. Some competitors may offer products or services that address one or a number of business execution functions at lower prices or with greater depth than our services. As a result, our competitors may be able to respond more quickly and effectively to new or changing opportunities, technologies, standards or customer requirements. Furthermore, some potential customers, particularly large enterprises, may elect to develop their own internal solutions. For any of these reasons, we may not be able to compete successfully against our current and future competitors.

If the market for cloud-based enterprise service declines or develops more slowly than we expect, our business could be adversely affected.

The market for cloud-based enterprise services is not as mature as the on-premise enterprise software market, and it is uncertain whether a cloud-based service like ours will achieve and sustain high levels of customer demand and market acceptance. Because we derive, and expect to continue to derive, substantially all of our revenue and cash flows from sales of our cloud content management solutions, our success will depend to a substantial extent on the widespread adoption of cloud computing in general and of cloud-based content management services in particular. Many organizations have invested substantial personnel and financial resources to integrate traditional enterprise software into their organizations and, therefore, may be reluctant or unwilling to migrate to a cloud-based model for storing, accessing, sharing and managing their content. It is difficult to predict customer adoption rates and demand for our services, the future growth rate and size of the cloud computing market or the entry of competitive services. The expansion of the cloud content management market depends on a number of factors, including the cost, performance and perceived value associated with cloud computing, as well as the ability of companies that provide cloud-based services to address security and privacy concerns. If we or other providers of cloud-based services experience security incidents, loss or corruption of customer data, disruptions in delivery of services, network outages, disruptions in the availability of the internet or other problems, the market for cloud-based services as a whole, including our services, may be negatively affected. If cloud-based services do not achieve widespread adoption, or there is a reduction in demand for cloud-based services caused by a lack of customer acceptance, technological challenges, weakening economic or political conditions, security or privacy concerns, competing technologies and products, decreases in corporate spending or otherwise, it could result in decreased revenue, harm our growth rates, and adversely affect our business and operating results.

We have experienced rapid growth. If we fail to manage our growth effectively, we may be unable to execute our business plan, maintain high levels of service or adequately address competitive challenges.

We have experienced a period of rapid growth in our operations, employee headcount, and the size of our customer base. You should not consider our recent growth as indicative of our future performance. However, we anticipate that we will continue to expand our operations and employee headcount in the near term, including internationally. This growth has placed, and future growth will place, a significant strain on our management, administrative, operational and financial infrastructure. Our success will depend in part on our ability to manage this growth effectively. To manage the expected growth of our operations and personnel, we will need to continue to improve our operational, financial and management controls, as well as our reporting systems and procedures. Failure to effectively manage our growth could result in difficulty or delays in deploying customers, declines in quality or customer satisfaction, increases in costs, difficulties in introducing new features or other operational difficulties. Any of these difficulties could adversely impact our business performance and operating results.

Our business depends substantially on customers renewing their subscriptions with us and expanding their use of our services. Any decline in our customer renewals or failure to convince our customers to broaden their use of our services would harm our future operating results.

In order for us to maintain or improve our operating results, it is important that our customers renew their subscriptions with us when their existing subscription term expires. Our customers have no obligation to renew

their subscriptions upon expiration, and we cannot assure you that customers will renew subscriptions at the same or higher level of service, if at all. Although our retention rate remains high, it has decreased over time, and may continue to decrease in the future, as some of our customers have elected not to renew their subscriptions with us.

Our retention rate may decline or fluctuate as a result of a number of factors, including our customers' satisfaction or dissatisfaction with our services, the effectiveness of our customer support services, the performance of our partners and resellers, our pricing, the prices of competing products or services, mergers and acquisitions affecting our customer base, the effects of global economic conditions or reductions in our customers' spending levels. If our customers do not renew their subscriptions, purchase fewer seats, renew on less favorable terms or fail to purchase new product offerings, our revenue may decline, and we may not realize improved operating results from our customer base.

In addition, the growth of our business depends in part on our customers expanding their use of our services. The use of our cloud content management platform often expands within an organization as new users are added or as additional services are purchased by or for other departments within an organization. Further, as we have introduced new services throughout our operating history, our existing customers have constituted a significant portion of the users of such services. If we are unable to encourage our customers to broaden their use of our services, our operating results may be adversely affected.

If we are not able to provide successful enhancements, new features and modifications to our services, our business could be adversely affected.

Our industry is marked by rapid technological developments and new and enhanced applications and services. If we are unable to provide enhancements and new features for our existing services or offer new services that achieve market acceptance or that keep pace with rapid technological developments, our business could be adversely affected. For example, we have introduced Box GxP Validation, a new approach for maintaining always-on GxP compliance in the cloud for both regulated and unregulated content, Box Relay, a tool that allows users to create custom workflows, Box Platform, which allows our customers to leverage Box's powerful content services within their own custom applications, Box KeySafe, a solution that builds on top of Box's strong encryption and security capabilities to give customers greater control over the encryption keys used to secure the file contents that are stored with Box, Box Zones, which gives global customers the ability to store their data locally in certain regions, and Box Governance, which gives customers a better way to comply with regulatory policies, satisfy e-discovery requests and effectively manage sensitive business information. The success of any enhancements, new features or services depends on several factors, including the timely completion, introduction and market acceptance of such enhancements, features or services. Failure in this regard may significantly impair our revenue growth and our future financial results. In addition, because our services are designed to operate on a variety of systems, we will need to continuously modify and enhance our services to keep pace with changes in internet-related hardware, mobile operating systems such as iOS and Android, and other software, communication, browser and database technologies. We may not be successful in either developing these modifications and enhancements or in bringing them to market in a timely fashion. Furthermore, modifications to existing platforms or technologies will increase our research and development expenses. Any failure of our services to operate effectively with existing or future network platforms and technologies could reduce the demand for our services, result in customer dissatisfaction and adversely affect our business.

Actual or perceived security vulnerabilities in our services or any breaches of our security controls and unauthorized access to a customer's data could harm our business and operating results.

The services we offer involve the storage of large amounts of our customers' sensitive and proprietary information across a broad industry spectrum. Cyber attacks and other malicious internet-based activity continue to increase in frequency and in magnitude generally, and cloud-based content collaboration services have been

targeted in the past. These increasing threats are being driven by a variety of sources including nation-state sponsored espionage and hacking activities, industrial espionage, organized crime, sophisticated organizations and hacking groups and individuals. These sources can also implement social engineering techniques to induce our partners, users, employees or customers to disclose passwords or other sensitive information or take other actions to gain access to our users' data. Additionally, hackers that acquire user account information at other companies can attempt to use that information to compromise our users' accounts if an account shares the same sensitive information such as passwords. As we increase our customer base and our brand becomes more widely known and recognized, and as our service is used in more heavily regulated industries where there may be a greater concentration of sensitive and protected data, such as healthcare, government, life sciences, and financial services, we may become more of a target for these malicious third parties.

If our security measures are or are believed to be inadequate or breached as a result of third-party action, employee negligence, error or malfeasance, product defects, social engineering techniques or otherwise, and this results in, or is believed to result in, the disruption of the confidentiality, integrity or availability of our customers' data, we could incur significant liability to our customers and to individuals or organizations whose information is being stored by our customers, and our business may suffer and our reputation or competitive position may be damaged. Techniques used to obtain unauthorized access to, or to sabotage, systems or networks, are constantly evolving and generally are not recognized until launched against a target. Therefore, we may be unable to anticipate these techniques, react in a timely manner, or implement adequate preventive measures. Additionally, our service providers may suffer, or be perceived to suffer, data security breaches or other incidents that may compromise data stored or processed for us that may give rise to any of the foregoing.

Our customer contracts often include (i) specific obligations that we maintain the availability of the customer's data through our service and that we secure customer content against unauthorized access or loss, and (ii) provisions whereby we indemnify our customers for third-party claims asserted against them that result from our failure to maintain the availability of their content or securing the same from unauthorized access or loss. While our customer contracts contain limitations on our liability in connection with these obligations and indemnities, if an actual or perceived security breach occurs, the market perception of the effectiveness of our security measures could be harmed, we could be subject to indemnity or damage claims in certain customer contracts, and we could lose future sales and customers, any of which could harm our business and operating results. Furthermore, while our errors and omissions insurance policies include liability coverage for certain of these matters, if we experienced a widespread security breach or other incident that impacted a significant number of our customers to whom we owe indemnity obligations, we could be subject to indemnity claims or other damages that exceed our insurance coverage. We also cannot be certain that our insurance coverage will be adequate for data handling or data security liabilities actually incurred, that insurance will continue to be available to us on economically reasonable terms, or at all, or that any insurer will not deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, including our financial condition, operating results, and reputation.

Our sales to government entities are subject to a number of additional challenges and risks.

We sell to U.S. federal and state and foreign government customers, and we may increase sales to government entities in the future. Sales to government entities are subject to a number of additional challenges and risks. Selling to government entities can be highly competitive, expensive and time consuming, often requiring significant upfront time and expense without any assurance that these efforts will generate a sale. Government certification requirements may change, or we may lose one or more government certifications, and in doing so restrict our ability to sell into the government sector until we have attained revised certifications. Government demand and payment for our products and services are affected by public sector budgetary cycles and funding authorizations, with funding reductions or delays adversely affecting public sector demand for our solutions. Government entities may also have statutory, contractual or other legal rights to terminate contracts with us for convenience or due to a default, and any such termination may adversely affect our future operating results.

As a substantial portion of our sales efforts are increasingly targeted at enterprise customers, our sales cycle may become longer and more expensive, we may encounter greater pricing pressure and implementation and customization challenges, and we may have to delay revenue recognition for more complicated transactions, all of which could harm our business and operating results.

As a substantial portion of our sales efforts are increasingly targeted at enterprise customers, we face greater costs, longer sales cycles and less predictability in the completion of some of our sales. In this market segment, the customer's decision to use our services may be an enterprise-wide decision, in which case these types of sales require us to provide greater levels of customer education regarding the uses and benefits of our services, as well as education regarding security, privacy, and data protection laws and regulations, especially for those customers in more heavily regulated industries or those with significant international operations. In addition, larger enterprises may demand more customization, integration and support services, and features. As a result of these factors, these sales opportunities may require us to devote greater sales support and professional services resources to these customers, which could increase our costs, lengthen our sales cycle and leave fewer sales support and professional services resources for other customers. This would potentially require us to delay revenue recognition on some of these transactions until the technical or implementation requirements have been met. Professional services may also be performed by a third party or a combination of our own staff and a third party. Our strategy is to work with third parties to increase the breadth of capability and depth of capacity for delivery of these services to our customers. If a customer is not satisfied with the quality or interoperability of our services with their own IT environment, we could incur additional costs to address the situation, which could adversely affect our margins. Moreover, any customer dissatisfaction with our services could damage our ability to encourage broader adoption of our services by that customer. In addition, any negative publicity resulting from such situations, regardless of its accuracy, may further damage our business by affecting our ability to compete for new business with current and prospective customers.

Privacy concerns and laws or other domestic or foreign regulations may reduce the effectiveness of our services and harm our business.

Users can use our services to store identifying information or information that otherwise is considered personal information. Federal, state and foreign government bodies and agencies have adopted or are considering adopting laws and regulations regarding the collection, use and disclosure of personal information obtained from consumers and other individuals. Foreign data protection, privacy, consumer protection and other laws and regulations, particularly in Europe, are often more restrictive than those in the United States. The costs of compliance with, and other burdens imposed by, such laws and regulations that are applicable to our business or the businesses of our customers may limit the use and adoption of our services and reduce overall demand for them.

These U.S. federal and state and foreign laws and regulations, which can be enforced by private parties or governmental entities, are constantly evolving and can be subject to significant change. A number of new laws coming into effect and/or proposals pending before federal, state and foreign legislative and regulatory bodies could affect our business. For example, the European Commission has enacted a General Data Protection Regulation (GDPR) that becomes effective in May 2018 and will supersede current EU data protection legislation, impose more stringent EU data protection requirements, and provide for greater penalties for noncompliance of up to the greater of 20 million euros or four percent of a company's global revenue. The GDPR imposes new obligations on companies regarding the handling of personal data. If we are unable to develop and offer services that meet our legal duties or help our customers meet their obligations under the GDPR or other laws or regulations relating to privacy, data protection, or information security, we may experience reduced demand for our services and become subject to significant fines and penalties, all of which would harm our business. Additionally, in October 2015, the European Court of Justice invalidated the U.S.-EU Safe Harbor framework that had been in place since 2000, which allowed companies to meet certain European legal requirements for the transfer of personal data from the European Economic Area (EEA) to the United States. Although U.S. and EU authorities reached a political agreement on February 2, 2016, regarding a new

means for legitimizing personal data transfers from the EEA to the United States, the EU-U.S. Privacy Shield, it is facing mounting legal challenges. It is unclear what effect these challenges to the EU-U.S. Privacy Shield will have and whether it or the related Swiss-EU Privacy Shield will continue to function as an appropriate means for us to legitimize personal data transfers from the EEA or Switzerland to the U.S. Similarly, there have been a number of recent legislative proposals in the United States, at both the federal and state level, that would impose new obligations in areas such as privacy and liability for copyright infringement by third parties. In June 2016, the United Kingdom voted to leave the European Union, commonly referred to as “Brexit,” which could also lead to further legislative and regulatory changes. In March 2017, the United Kingdom began the process to leave the EU by April 2019. A Data Protection Bill has been introduced to the United Kingdom’s House of Lords that proposes to substantially implement the GDPR. Nevertheless, the Data Protection Bill must complete the legislative process, so it remains unclear what modifications will be made to the final legislation or what impact it will have on our business. In addition, some countries are considering or have enacted legislation requiring local storage and processing of data that could increase the cost and complexity of delivering our services.

These existing and proposed laws and regulations can be costly to comply with, can delay or impede the development or adoption of our products and services, reduce the overall demand for our products and services, increase our operating costs, require significant management time and attention, slow the pace at which we close (or prevent us from closing) sales transactions. Additionally, any actual or alleged noncompliance with these laws and regulations could result in negative publicity and subject us to investigations, claims or other remedies, including demands that we modify or cease existing business practices, and expose us to significant fines, penalties and other damages.

Furthermore, government agencies may seek to access sensitive information that our users upload to Box, or restrict users’ access to Box. Laws and regulations relating to government access and restrictions are evolving, and compliance with such laws and regulations could limit adoption of our services by users and create burdens on our business. Moreover, regulatory investigations into our compliance with privacy-related laws and regulations could increase our costs and divert management attention.

If we are not able to satisfy data protection, security, privacy, and other government- and industry-specific requirements, our growth could be harmed.

There are a number of data protection, security, privacy and other government- and industry-specific requirements, including those that require companies to notify individuals of data security incidents involving certain types of personal data. Security compromises experienced by our competitors, by our customers or by us may lead to public disclosures, which could harm our reputation, erode customer confidence in the effectiveness of our security measures, negatively impact our ability to attract new customers, or cause existing customers to elect not to renew their agreements with us. In addition, some of the industries we serve have industry-specific requirements relating to compliance with certain security and regulatory standards, such as GxP and FedRAMP, and those required by the HIPAA, FINRA, and the HITECH Act. As we expand into new industry verticals and regions, we will likely need to comply with these and other new requirements to compete effectively. If we cannot adequately comply or if we incur a violation of one or more of these requirements, our growth could be adversely impacted, and we could incur significant liability and our reputation and business could be harmed.

Because we recognize revenue from subscriptions for our services over the term of the subscription, downturns or upturns in new business may not be immediately reflected in our operating results.

We generally recognize revenue from customers ratably over the terms of their subscription agreements, which are typically one year, although we also offer our services for terms ranging from one month to three years or more. As a result, most of the revenue we report in each quarter is the result of subscription agreements entered into during prior quarters. Consequently, a decline in new or renewed subscriptions in any one quarter may not be reflected in our revenue results for that quarter. However, any such decline will negatively affect our revenue in future quarters. Accordingly, the effect of significant downturns in sales, our failure to achieve our

internal sales targets, a decline in the market acceptance of our services, or potential decreases in our retention rate may not be fully reflected in our operating results until future periods. Our subscription model also makes it difficult for us to rapidly increase our revenue through additional sales in any period, as revenue from additional sales must be recognized over the applicable subscription term.

Our platform must integrate with a variety of operating systems and software applications that are developed by others, and if we are unable to ensure that our solutions interoperate with such systems and applications, our service may become less competitive, and our operating results may be harmed.

We offer our services across a variety of operating systems and through the internet. We are dependent on the interoperability of our platform with third-party mobile devices, tablets, desktop and mobile operating systems, as well as web browsers that we do not control. Any changes in such systems, devices or web browsers that degrade the functionality of our services or give preferential treatment to competitive services could adversely affect usage of our services. In order for us to deliver high quality services, it is important that these services work well with a range of operating systems, networks, devices, web browsers and standards that we do not control. In addition, because a substantial number of our users access our services through mobile devices, we are particularly dependent on the interoperability of our services with mobile devices and operating systems. We may not be successful in developing relationships with key participants in the mobile industry or in developing services that operate effectively with these operating systems, networks, devices, web browsers and standards. In the event that it is difficult for our users to access and use our services, our user growth may be harmed, and our business and operating results could be adversely affected.

If we are unable to attract new customers or expand deployments with existing customers at rates that are consistent with our expectations, our future revenue and operating results could be adversely impacted.

In order for us to improve our operating results and continue to grow our business, it is important that we continue to attract new customers and expand deployment of our solutions and products with existing customers. To the extent we are successful in increasing our customer base, we could incur increased losses because costs associated with new customers are generally incurred up front, while revenue is recognized ratably over the term of our subscription services. Alternatively, to the extent we are unsuccessful in increasing our customer base, we could also incur increased losses as costs associated with marketing programs and new products intended to attract new customers would not be offset by incremental revenue and cash flow. Furthermore, if our customers do not expand their deployment of our services or purchase new products from us, our revenue may grow more slowly than we expect. All of these factors could negatively impact our future revenue and operating results.

Our quarterly results may fluctuate significantly and may not fully reflect the underlying performance of our business.

Our quarterly operating results, including the levels of our revenue, billings, gross margin, profitability, cash flow, and deferred revenue, may vary significantly in the future, and period-to-period comparisons of our operating results may not be meaningful. Accordingly, the results of any one quarter should not be relied upon as an indication of future performance. Our quarterly financial results may fluctuate as a result of a variety of factors, many of which are outside of our control and, as a result, may not fully reflect the underlying performance of our business. Fluctuations in quarterly results may negatively impact the value of our Class A common stock. Factors that may cause fluctuations in our quarterly financial results include, but are not limited to:

- our ability to attract new customers;
- our ability to convert users of our limited free version to paying customers;
- the addition or loss of large customers, including through acquisitions or consolidations;
- changes in our retention rate;
- the timing of revenue recognition;

- the impact on billings of shifting our focus to annual (rather than multi-year) payment frequencies from our customers;
- the amount and timing of operating expenses related to the maintenance and expansion of our business, operations and infrastructure;
- network or service outages, internet disruptions, the availability of our service, security breaches or perceived security breaches;
- general economic, industry and market conditions;
- increases or decreases in the number of features or capabilities in our services or pricing changes upon any renewals of customer agreements;
- changes in our go to market strategies and/or pricing policies and/or those of our competitors;
- seasonal variations in our billings results and sales of our services, which have historically been highest in the fourth quarter of our fiscal year;
- the timing and success of new services and product introductions by us and our competitors or any other change in the competitive dynamics of our industry, including consolidation or new entrants among competitors, customers or strategic partners;
- changes in usage or adoption rates of the internet and content management services, including outside the United States;
- the success of our strategic partnerships, including the performance of our resellers; and
- the timing of expenses related to the development or acquisition of technologies or businesses and potential future charges for impairment of goodwill from acquired companies.

One of our marketing strategies is to offer a limited free version of our service, and we may not be able to realize the benefits of this strategy.

We offer a limited version of our service to users free of charge in order to promote additional usage, brand and product awareness, and adoption. Some users never convert from a free version to a paid version of our service. Our marketing strategy also depends in part on persuading users who use the free version of our service within their organizations to convince decision-makers to purchase and deploy our service. To the extent that these users do not become, or do not lead others to become, paying customers, we will not realize the intended benefits of this marketing strategy, and our ability to grow our business and revenue may be harmed.

If we fail to effectively manage our technical operations infrastructure, our customers may experience service outages and delays in the deployment of our services, which may adversely affect our business.

We have experienced significant growth in the number of users and the amount of data that our operations infrastructure supports. We seek to maintain sufficient excess capacity in our operations infrastructure to meet the needs of all of our customers. We also seek to maintain excess capacity to facilitate the rapid provisioning of new customer deployments and the expansion of existing customer deployments. In addition, we need to properly manage our technological operations infrastructure in order to support version control, changes in hardware and software parameters and the evolution of our services. However, the provision of new hosting infrastructure requires significant lead-time. We have experienced, and may in the future experience, website disruptions, incidents of data corruption, service outages and other performance problems. These problems may be caused by a variety of factors, including infrastructure changes, changes to our core services architecture, changes to our infrastructure necessitated by legal and compliance requirements governing the storage and transmission of data, human or software errors, viruses, security attacks, fraud, spikes in customer usage, primary and redundant hardware or connectivity failures, dependent data center and other service provider failures and denial of service issues. In some instances, we may not be able to identify the cause or causes of these performance problems

within an acceptable period of time, which may harm our reputation and operating results. Furthermore, if we encounter any of these problems in the future, our customers may lose access to important data or experience data corruption or service outages that may subject us to financial penalties, other liabilities and customer losses. If our operations infrastructure fails to keep pace with increased sales, customers may experience delays as we seek to obtain additional capacity, which could adversely affect our reputation and our business.

Interruptions or delays in service from our third-party datacenter hosting facilities and cloud computing and hosting providers could impair the delivery of our services and harm our business.

We currently store and process our customers' information within three third-party datacenter hosting facilities located in Northern California and in third-party cloud computing and hosting facilities inside and outside of the United States. As part of our current disaster recovery arrangements, our production environment and metadata related to our customers' data is currently replicated in near real time in a facility located in Las Vegas, Nevada. In addition, all of our customers' data is typically replicated on a third-party storage platform located inside and outside of the United States. These facilities may be located in areas prone to natural disasters and may experience events such as earthquakes, floods, fires, power loss, telecommunications failures and similar events. They may also be subject to break-ins, sabotage, intentional acts of vandalism and similar misconduct. Any damage to, or failure of, our systems generally, or those of the third-party cloud computing and hosting providers, could result in interruptions in our service. Interruptions in our service may reduce our revenue, cause us to issue credits or pay penalties, cause customers to terminate their subscriptions and adversely affect our renewal rate and our ability to attract new customers. In addition, we may not have adequate insurance coverage to compensate for losses from a major interruption. Our business will also be harmed if our customers and potential customers believe our service is unreliable. Despite precautions taken at these facilities, the occurrence of a natural disaster, an act of terrorism, a decision to close the facilities without adequate notice or other unanticipated problems at these facilities could result in lengthy interruptions in our service or cause us to not comply with certification requirements. Even with the disaster recovery arrangements, we have never performed a full live failover of our services and, in an actual disaster, we could learn our recovery arrangements are not sufficient to address all possible scenarios and our service could be interrupted for a longer period than expected. For example, we recently experienced a service outage when one of our data centers lost power and the back-up power generators failed to function properly. As we continue to add datacenters, increase our dependence on third-party cloud computing and hosting providers, and add capacity in our existing datacenters, we may move or transfer our data and our customers' data. Despite precautions taken during this process, any unsuccessful data transfers may impair the delivery of our service. Further, as we continue to grow and scale our business to meet the needs of our customers, additional burdens may be placed on our hosting and computing facilities. In particular, a rapid expansion of our business could cause our network or systems to fail.

If we overestimate or underestimate our data center capacity requirements, our operating results could be adversely affected.

Only a small percentage of our customers that are organizations currently use our service as a way to organize all of their internal files. In particular, larger organizations and enterprises typically use our service to connect people and their most important information so that they are able to get work done more efficiently. However, over time, we may experience an increase in customers that look to Box as their complete content management solution. The costs associated with leasing and maintaining our data centers already constitute a significant portion of our capital and operating expenses. We continuously evaluate our short- and long-term data center capacity requirements to ensure adequate capacity for new and existing customers while minimizing unnecessary excess capacity costs. If we overestimate the demand for our cloud content management service and therefore secure excess data center capacity, or if we are unable to meet our contractual minimum commitments, our operating margins could be reduced. If we underestimate our data center capacity requirements, we may not be able to service the expanding needs of new and existing customers and may be required to limit new customer acquisition, which would impair our revenue growth. Furthermore, regardless of our ability to appropriately manage our data center capacity requirements, an increase in the number of organizations, in particular large

businesses and enterprises, that use our service as a larger component of their content storage requirements, could result in lower gross and operating margins or otherwise have an adverse impact on our financial condition and operating results.

We depend on highly skilled personnel to grow and operate our business, and if we are unable to hire, retain and motivate our personnel, we may not be able to grow effectively.

Our future success depends upon our continued ability to identify, hire, develop, motivate and retain highly skilled personnel, including senior management, engineers, designers, product managers, sales representatives, and customer support representatives. Our ability to execute efficiently is dependent upon contributions from our employees, including our senior management team and, in particular, Aaron Levie, our co-founder, Chairman and Chief Executive Officer. In addition, occasionally, there may be changes in our senior management team that may be disruptive to our business. For example, in August 2017, Stephanie Carullo joined us as our Chief Operating Officer. If our senior management team, including any new hires that we may make, fails to work together effectively and to execute on our plans and strategies on a timely basis, our business could be harmed.

Our growth strategy also depends on our ability to expand our organization with highly skilled personnel. Identifying, recruiting, training and integrating qualified individuals will require significant time, expense and attention. In addition to hiring new employees, we must continue to focus on retaining our best employees. Many of our employees may be able to receive significant proceeds from sales of our equity in the public markets, which may reduce their motivation to continue to work for us. Competition for highly skilled personnel is intense, particularly in the San Francisco Bay Area, where our headquarters is located. We may need to invest significant amounts of cash and equity to attract and retain new employees, and we may never realize returns on these investments. Changes to U.S. immigration and work authorization laws and regulations, including those that restrain the flow of technical and professional talent, can be significantly affected by political forces and levels of economic activity. Our international expansion and our business in general may be materially adversely affected if legislative or administrative changes to immigration or visa laws and regulations impair our hiring processes and goals or projects involving personnel who are not citizens of the country where the work is to be performed.

If we are not able to effectively add and retain employees, our ability to achieve our strategic objectives will be adversely impacted, and our business will be harmed.

We may be sued by third parties for alleged infringement of their proprietary rights.

There is considerable patent and other intellectual property development activity in our industry. Our success depends on our not infringing upon the valid intellectual property rights of others. Our competitors, as well as a number of other entities, including non-practicing entities, and individuals, may own or claim to own intellectual property relating to our industry. For example, in 2016 we settled a lawsuit brought against us by Open Text S.A. that had gone to trial and was pending appeal.

From time to time, certain other third parties have claimed that we are infringing upon their intellectual property rights, and we may be found to be infringing upon such rights. In addition, we cannot assure you that actions by other third parties alleging infringement by us of third-party patents will not be asserted or prosecuted against us. In the future, others may claim that our services and underlying technology infringe or violate their intellectual property rights. However, we may be unaware of the intellectual property rights that others may claim cover some or all of our technology or services. Any claims or litigation could cause us to incur significant expenses and, if successfully asserted against us, could require that we pay substantial damages or ongoing royalty payments, prevent us from offering our services, or require that we comply with other unfavorable terms. We may also be obligated to indemnify our customers or business partners or pay substantial settlement costs, including royalty payments, in connection with any such claim or litigation and to obtain licenses, modify services, or refund fees, which could be costly. Even if we were to prevail in such a dispute, any litigation

regarding our intellectual property could be costly and time consuming and divert the attention of our management and key personnel from our business operations. During the course of any litigation, we may make announcements regarding the results of hearings and motions, and other interim developments. If securities analysts or investors regard these announcements as negative, the market price of our common stock may decline.

Any failure to protect our intellectual property rights could impair our ability to protect our proprietary technology and our brand.

Our success and ability to compete depend in part on our intellectual property. As of January 31, 2018, we had 59 issued patents in the United States, 18 issued patents in Great Britain, 2 issued patents in Canada, and 1 issued patent in Japan that expire between 2027 and 2035, as well as 99 pending patent applications in the United States and 8 pending patent applications internationally. We primarily rely on copyright, trade secret and trademark laws, trade secret protection and confidentiality or license agreements with our employees, customers, partners and others to protect our intellectual property rights. However, the steps we take to protect our intellectual property rights may be inadequate. We may not be able to obtain any further patents, and our pending applications may not result in the issuance of patents. We may also have to expend significant resources to obtain additional patents as we expand our international operations.

In order to protect our intellectual property rights, we may be required to spend significant resources to monitor and protect these rights. Litigation brought to protect and enforce our intellectual property rights could be costly, time-consuming and distracting to management and may result in the impairment or loss of portions of our intellectual property. Furthermore, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims and countersuits attacking the validity and enforceability of our intellectual property rights. Accordingly, we may not be able to prevent third parties from infringing upon or misappropriating our intellectual property. Our failure to secure, protect and enforce our intellectual property rights could materially adversely affect our brand and adversely impact our business.

We rely on third parties for certain financial and operational services essential to our ability to manage our business. A failure or disruption in these services could materially and adversely affect our ability to manage our business effectively.

We rely on third parties for certain essential financial and operational services. Traditionally, the vast majority of these services have been provided by large enterprise software vendors who license their software to customers. However, we receive many of these services on a subscription basis from various software-as-a-service companies that are smaller and have shorter operating histories than traditional software vendors. Moreover, these vendors provide their services to us via a cloud-based model instead of software that is installed on our premises. We depend upon these vendors to provide us with services that are always available and are free of errors or defects that could cause disruptions in our business processes, and any failure by these vendors to do so, or any disruptions in networks or the availability of the internet, would adversely affect our ability to operate and manage our operations.

We are subject to governmental export controls that could impair our ability to compete in international markets due to licensing requirements and economic sanctions programs that subject us to liability if we are not in full compliance with applicable laws.

Certain of our services are subject to export controls, including the U.S. Department of Commerce's Export Administration Regulations and various economic and trade sanctions regulations administered by the U.S. Treasury Department's Office of Foreign Assets Controls. The provision of our products and services must comply with these laws. The U.S. export control laws and U.S. economic sanctions laws include prohibitions on the sale or supply of certain products and services to U.S. embargoed or sanctioned countries, governments, persons and entities and also require authorization for the export of encryption items. In addition, various

countries regulate the import of certain encryption technology, including through import permitting and licensing requirements, and have enacted laws that could limit our ability to distribute our services or could limit our customers' ability to implement our services in those countries.

Although we take precautions to prevent our services from being provided in violation of such laws, our solutions may have been in the past, and could in the future be, provided inadvertently in violation of such laws, despite the precautions we take. If we fail to comply with these laws, we and our employees could be subject to civil or criminal penalties, including the possible loss of export privileges, monetary penalties, and, in extreme cases, imprisonment of responsible employees for knowing and willful violations of these laws. We may also be adversely affected through penalties, reputational harm, loss of access to certain markets, or otherwise.

Changes in tariffs, sanctions, international treaties, and export/import laws may delay the introduction and sale of our services in international markets, prevent our customers with international operations from deploying our services or, in some cases, prevent the export or import of our services to certain countries, governments, persons or entities altogether. Any change in export or import regulations, economic sanctions or related laws, shift in the enforcement or scope of existing regulations, or change in the countries, governments, persons or technologies targeted by such regulations, could result in decreased use of our services, or in our decreased ability to export or sell our services to existing or potential customers with international operations. Any decrease in the use of our services or limitation on our ability to export or sell our services would likely adversely affect our business, financial condition and operating results.

We focus on product innovation and user engagement rather than short-term operating results.

We focus heavily on developing and launching new and innovative products and features, as well as on improving the user experience for our services. We also focus on growing the number of users and paying organizations through inside sales, outbound sales, field sales, channel sales and through word-of-mouth by individual users, some of whom use our services at no cost. We prioritize innovation and the experience for users on our platform, as well as the growth of our user base, over short-term operating results. We frequently make product and service decisions that may reduce our short-term operating results if we believe that the decisions are consistent with our goals to improve the user experience and to develop innovative features that we feel our users desire. These decisions may not be consistent with the short-term expectations of investors and may not produce the long-term benefits that we expect.

We provide service level commitments under our subscription agreements. If we fail to meet these contractual commitments, we could be obligated to provide credits or refunds for prepaid amounts related to unused subscription services or face subscription terminations, which could adversely affect our revenue. Furthermore, any failure in our delivery of high-quality customer support services may adversely affect our relationships with our customers and our financial results.

Our subscription agreements with customers provide certain service level commitments. If we are unable to meet the stated service level commitments or suffer periods of downtime that exceed the periods allowed under our customer agreements, we may be obligated to provide these customers with service credits which could significantly impact our revenue in the period in which the downtime occurs and the credits could be due. For example, we recently experienced a service outage when one of our data centers lost power and the back-up power generators failed to function properly. As a result of this service outage, we issued credits to certain customers. We could also face subscription terminations, which could significantly impact both our current and future revenue. Any extended service outages could also adversely affect our reputation, which would also impact our future revenue and operating results.

Our customers depend on our customer success organization to resolve technical issues relating to our services. We may be unable to respond quickly enough to accommodate short-term increases in customer demand for support services. Increased customer demand for these services, without corresponding revenue,

could increase costs and adversely affect our operating results. In addition, our sales process is highly dependent on the ease of use of our services, on our reputation and on positive recommendations from our existing customers. Any failure to maintain high-quality customer support, or a market perception that we do not maintain high-quality support, could adversely affect our reputation and our ability to sell our services to existing and prospective customers.

Our services are becoming increasingly mission-critical for our customers and if these services fail to perform properly or if we are unable to scale our services to meet the needs of our customers, our reputation could be adversely affected, our market share could decline and we could be subject to liability claims.

Our core services and our expanded offerings such as Box KeySafe, Box Governance and Box Platform are becoming increasingly mission-critical to our customers' internal and external business operations, as well as their ability to comply with legal requirements, regulations, and standards such as GxP, FINRA, HIPAA, and FedRAMP. These services and offerings are inherently complex and may contain material defects or errors. Any defects either in functionality or that cause interruptions in the availability of our services, as well as user error, could result in:

- loss or delayed market acceptance and sales;
- breach of contract or warranty claims;
- issuance of sales credits or refunds for prepaid amounts related to unused subscription services;
- loss of customers;
- diversion of development and customer service resources; and
- harm to our reputation.

The costs incurred in correcting any material defects or errors might be substantial and could adversely affect our operating results. Further, our errors and omissions insurance may be inadequate or may not be available in the future on acceptable terms, or at all. In addition, our insurance may not cover all claims made against us and defending a lawsuit, regardless of its merit, could be costly and divert management's attention.

Because of the large amount of data that we collect and manage, it is possible that hardware failures, software errors, errors in our systems, user errors, or internet outages could result in data loss or corruption that our customers regard as significant. Furthermore, the availability or performance of our services could be adversely affected by a number of factors, including customers' inability to access the internet, the failure of our network or software systems, security breaches or variability in customer traffic for our services. We have been required and, in the future, may be required to issue credits or refunds for prepaid amounts related to unused services or otherwise be liable to our customers for damages they may incur resulting from some of these events. In addition to potential liability, if we experience interruptions in the availability of our services, our reputation could be adversely affected, which could result in the loss of customers. For example, our customers access our services through their internet service providers. If a service provider fails to provide sufficient capacity to support our services or otherwise experiences service outages, such failure could interrupt our customers' access to our services, adversely affect their perception of our services' reliability and consequently reduce our revenue.

Furthermore, we will need to ensure that our services can scale to meet the needs of our customers, particularly as we continue to focus on larger enterprise customers. If we are not able to provide our services at the scale required by our customers, potential customers may not adopt our solution and existing customers may not renew their agreements with us.

If the prices we charge for our services are unacceptable to our customers, our operating results will be harmed.

As the market for our services matures, or as new or existing competitors introduce new products or services that compete with ours, we may experience pricing pressure and be unable to renew our agreements with existing

customers or attract new customers at prices that are consistent with our pricing model and operating budget. If this were to occur, it is possible that we would have to change our pricing model or reduce our prices, which could harm our revenue, gross margin and operating results.

Sales to customers outside the United States or with international operations expose us to risks inherent in international sales.

A key element of our growth strategy is to expand our international operations and develop a worldwide customer base. To date, we have not realized a substantial portion of our revenue from customers outside of the United States. Operating in international markets requires significant resources and management attention and will subject us to regulatory, economic, geographic, social, and political risks that are different from those in the United States. Because of our limited experience with international operations and significant differences between international and U.S. markets, our international expansion efforts may not be successful in creating demand for our services outside of the United States or in effectively selling subscriptions to our services in all of the international markets we enter. In addition, we will face specific risks in doing business internationally that could adversely affect our business, including:

- the need to localize and adapt our services for specific countries, including translation into foreign languages and associated expenses;
- laws (and changes to such laws) relating to privacy, data protection and data transfer that, among other things, could require that customer data be stored and processed in a designated territory;
- difficulties in staffing and managing foreign operations;
- different pricing environments, longer sales cycles and longer accounts receivable payment cycles and collections issues;
- new and different sources of competition;
- weaker protection for intellectual property and other legal rights than in the United States and practical difficulties in enforcing intellectual property and other rights outside of the United States;
- laws and business practices favoring local competitors;
- changes in the geopolitical environment, the perception of doing business with U.S. based companies, and changes in regulatory requirements that impact our operating strategies, access to global markets or hiring;
- compliance challenges related to the complexity of multiple, conflicting and changing governmental laws and regulations, including employment, tax, privacy and data protection laws and regulations;
- increased financial accounting and reporting burdens and complexities;
- restrictions on the transfer of funds;
- adverse tax consequences; and
- unstable regional, economic, social and political conditions.

We sell our services and incur operating expenses in various currencies. Therefore, fluctuations in the value of the U.S. dollar and foreign currencies may impact our operating results when translated into U.S. dollars. We currently manage our exchange rate risk by matching foreign currency assets with payables and by maintaining minimal non-USD cash reserves, but we do not have any other hedging programs in place to limit the risk of exchange rate fluctuation. In the future, however, to the extent our foreign currency exposures become more material, we may elect to deploy normal and customary hedging practices designed to more proactively mitigate such exposure. We cannot be certain such practice will ultimately be available and/or effective at mitigating all foreign currency risk to which we are exposed. If we are unsuccessful in detecting material exposures in a timely

manner, our deployed hedging strategies are not effective, or there are no hedging strategies available for certain exposures that are prudent given the risks associated and the potential mitigation of the underlying exposure achieved, our operating results or financial position could be adversely affected in the future.

We are also monitoring developments related to Brexit, which could have significant implications for our business. Brexit could lead to economic and legal uncertainty, including significant volatility in global stock markets and currency exchange rates, and differing laws and regulations as the United Kingdom determines which European Union laws to replace or replicate. Any of these effects of Brexit, among others, could adversely affect our operations in the United Kingdom and our financial results.

Failure to adequately expand our direct sales force and successfully maintain our online sales experience will impede our growth.

We will need to continue to expand and optimize our sales infrastructure in order to grow our customer base and our business. We plan to continue to expand our direct sales force, both domestically and internationally. Identifying and recruiting qualified personnel and training them requires significant time, expense and attention. Our business may be adversely affected if our efforts to expand and train our direct sales force do not generate a corresponding increase in revenue. If we are unable to hire, develop and retain talented sales personnel or if new direct sales personnel are unable to achieve desired productivity levels in a reasonable period of time, we may not be able to realize the intended benefits of this investment or increase our revenue.

We maintain our Box website to efficiently service our high volume, low dollar customer transactions and certain customer inquiries. Our goal is to continue to evolve this online experience so it effectively serves the increasing and changing needs of our growing customer base. If we are unable to maintain the effectiveness of our online solution to meet the future needs of our online customers, we could see reduced online sales volumes as well as a decrease in our sales efficiency, which could adversely affect our results of operations.

If we are unable to maintain and promote our brand, our business and operating results may be harmed.

We believe that maintaining and promoting our brand is critical to expanding our customer base. Maintaining and promoting our brand will depend largely on our ability to continue to provide useful, reliable and innovative services, which we may not do successfully. We may introduce new features, products, services or terms of service that our customers do not like, which may negatively affect our brand and reputation. Additionally, the actions of third parties may affect our brand and reputation if customers do not have a positive experience using third-party apps or other services that are integrated with Box. Maintaining and enhancing our brand may require us to make substantial investments, and these investments may not achieve the desired goals. If we fail to successfully promote and maintain our brand or if we incur excessive expenses in this effort, our business and operating results could be adversely affected.

Our growth depends in part on the success of our strategic relationships with third parties.

In order to grow our business, we anticipate that we will continue to depend on our relationships with third parties, such as alliance partners, resellers, distributors, system integrators and developers. For example, we have entered into agreements with partners such as AT&T, IBM, Microsoft and Google to market, resell, integrate with or endorse our services. Identifying partners and resellers, and negotiating and documenting relationships with them, requires significant time and resources. Also, we depend on our ecosystem of system integrators, partners and developers to create applications that will integrate with our platform or permit us to integrate with their product offerings. Our competitors may be effective in providing incentives to third parties to favor their products or services, or to prevent or reduce subscriptions to our services. In some cases, we also compete directly with our partners' product offerings, and if these partners stop reselling or endorsing our services or impede our ability to integrate our services with their products, our business and operating results could be adversely affected. In addition, acquisitions of our partners by our competitors could result in a decrease in the number of current and potential customers, as our partners may no longer facilitate the adoption of our services by potential customers.

If we are unsuccessful in establishing or maintaining our relationships with third parties, or realize the anticipated benefits from such partnerships, our ability to compete in the marketplace or to grow our revenue could be impaired and our operating results may suffer. Even if we are successful, we cannot assure you that these relationships will result in increased customer usage of our services or increased revenue.

Furthermore, if our partners and resellers fail to perform as expected, our reputation may be harmed and our business and operating results could be adversely affected.

We depend on our ecosystem of system integrators, partners and developers to create applications that will integrate with our platform or to allow us to integrate with their products.

We depend on our ecosystem of system integrators, partners and developers to create applications that will integrate with our platform and to allow us to integrate with their products. This presents certain risks to our business, including:

- we cannot provide any assurance that these third-party applications and products meet the same quality standards that we apply to our own development efforts, and to the extent that they contain bugs or defects, they may create disruptions in our customers' use of our services or negatively affect our brand;
- we do not currently provide support for software applications developed by our partner ecosystem, and users may be left without support and potentially cease using our services if these system integrators and developers do not provide adequate support for their applications;
- we cannot provide any assurance that we will be able to successfully integrate our services with our partners' products or that our partners will continue to provide us the right to do so; and
- these system integrators, partners and developers may not possess the appropriate intellectual property rights to develop and share their applications.

Many of these risks are not within our control to prevent, and our brand may be damaged if these applications do not perform to our users' satisfaction and that dissatisfaction is attributed to us.

Our company culture has contributed to our success, and if we cannot maintain this culture as we grow, we could lose the innovation, creativity and teamwork fostered by our culture, and our business may be harmed.

We believe that our culture has been and will continue to be a key contributor to our success. We expect to continue to hire additional employees as we expand our business. If we do not continue to develop our company culture or maintain our core values as we grow and evolve both in the United States and abroad, we may be unable to foster the innovation, creativity and teamwork we believe we need to support our growth.

Our services contain open source software, and we license some of our software through open source projects, which may pose particular risks to our proprietary software, products, and services in a manner that could have a negative impact on our business.

We use open source software in our services and will use open source software in the future. In addition, we regularly contribute software source code to open source projects under open source licenses or release internal software projects under open source licenses, and anticipate doing so in the future. The terms of many open source licenses to which we are subject have not been interpreted by U.S. or foreign courts, and there is a risk that open source software licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our ability to provide or distribute our services. Additionally, we may from time to time face claims from third parties claiming ownership of, or demanding release of, the open source software or derivative works that we developed using such software, which could include our proprietary source code, or otherwise seeking to enforce the terms of the applicable open source license. These claims could result in litigation and

could require us to make our software source code freely available, purchase a costly license or cease offering the implicated services unless and until we can re-engineer them to avoid infringement. This re-engineering process could require significant additional research and development resources, and we may not be able to complete it successfully. In addition to risks related to license requirements, use of certain open source software can lead to greater risks than use of third-party commercial software, as open source code may contain bugs or other defects and open source licensors generally do not provide warranties or controls on the functionality or origin of software. Additionally, because any software source code we contribute to open source projects is publicly available, our ability to protect our intellectual property rights with respect to such software source code may be limited or lost entirely, and we are unable to prevent our competitors or others from using such contributed software source code. Any of these risks could be difficult to eliminate or manage, and, if not addressed, could have a negative effect on our business, financial condition and operating results.

We have a limited operating history at our current scale, which makes it difficult to predict our future operating results.

We were incorporated and introduced our first service in 2005. As a result of our limited operating history, particularly at our current scale, our ability to accurately forecast our future operating results is limited and subject to a number of uncertainties. We have encountered, and will continue to encounter, risks and uncertainties frequently experienced by growing companies in rapidly changing industries, such as the risks and uncertainties described herein. If our assumptions regarding these risks and uncertainties (which we use to plan our business) are incorrect or change due to changes in our markets, or if we do not address these risks and uncertainties successfully, our operating and financial results could differ materially from our expectations, and our business could suffer.

Future acquisitions and investments could disrupt our business and harm our financial condition and operating results.

Our success will depend, in part, on our ability to expand our services and grow our business in response to changing technologies, customer demands, and competitive pressures. In some circumstances, we may choose to do so through the acquisition of complementary businesses, teams of employees, and technologies rather than through internal development. For example, the team from Wagon Analytics, a data analytics company, joined us in September 2016, and, in 2015, we acquired Verold, a cloud-based 3D model viewer and editor to make it easy for businesses to create engaging and immersive content experiences for the web and mobile. The identification of suitable acquisition candidates can be difficult, time-consuming and costly, and we may not be able to successfully complete or integrate identified acquisitions. The risks we face in connection with acquisitions include:

- diversion of management time and focus from operating our business to addressing acquisition integration challenges;
- coordination of research and development and sales and marketing functions;
- retention of key employees from the acquired company;
- cultural challenges associated with integrating employees from the acquired company into our organization;
- integration of the acquired company's accounting, management information, human resources and other administrative systems, as well as the acquired operations, technology and rights into our offerings, and any unanticipated expenses related to such integration;
- the need to implement or improve controls, procedures, and policies at a business that prior to the acquisition may have lacked effective controls, procedures and policies;
- liability for activities of the acquired company before the acquisition, including intellectual property infringement claims, violations of laws, commercial disputes, tax liabilities and other known and unknown liabilities;

- completing the transaction and achieving the anticipated benefits of the acquisition within the expected timeframe or at all;
- unanticipated write-offs, expenses, charges or risks associated with the transaction; and
- litigation or other claims in connection with the acquired company, including claims from terminated employees, customers, former stockholders or other third parties, which may differ from or be more significant than the risks our business faces.

Our failure to address these risks or other problems encountered in connection with our past or future acquisitions and investments could cause us to fail to realize the anticipated benefits of these acquisitions or investments, cause us to incur unanticipated liabilities, and harm our business generally. Future acquisitions could also result in dilutive issuances of our equity securities, the incurrence of debt, contingent liabilities, amortization expenses, incremental operating expenses or the write-off of goodwill, any of which could harm our financial condition or operating results.

We may require additional capital to support our operations or the growth of our business, and we cannot be certain that this capital will be available on reasonable terms when required, or at all.

On occasion, we may need additional financing to operate or grow our business. Our ability to obtain additional financing, if and when required, will depend on investor and lender demand, our operating performance, the condition of the capital markets and other factors. We cannot guarantee that additional financing will be available to us on favorable terms when required, or at all. If we raise additional funds through the issuance of equity, equity-linked or debt securities, those securities may have rights, preferences or privileges senior to the rights of our Class A common stock, and our existing stockholders may experience dilution. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support the operation or growth of our business could be significantly impaired and our operating results may be harmed.

Financing agreements we are party to or may become party to may contain operating and financial covenants that restrict our business and financing activities.

Our existing credit agreement contains certain operating and financial restrictions and covenants that may restrict our and our subsidiaries' ability to, among other things, incur indebtedness, grant liens on our assets, make loans investments, consummate certain merger and consolidation transactions, dispose of assets and enter into affiliate transactions, subject in each case to customary exceptions. We are also required to comply with a minimum liquidity covenant and a maximum leverage ratio. These restrictions and covenants, as well as those contained in any future financing agreements that we may enter into, may restrict our ability to finance our operations, engage in, expand or otherwise pursue our business activities and strategies. Our ability to comply with these covenants may be affected by events beyond our control, and breaches of these covenants could result in a default under the credit agreement and any future financial agreements that we may enter into and under other arrangements containing cross-default provisions. If not waived, defaults could cause our outstanding indebtedness under our credit agreement and any future financing agreements that we may enter into to become immediately due and payable, and permit our lenders to terminate their lending commitments and to foreclose upon any collateral securing such indebtedness.

Adverse economic conditions may negatively impact our business.

Our business depends on the overall demand for cloud content management services and on the economic health of our current and prospective customers. The United States and other key international economies have experienced cyclical downturns from time to time that have resulted in a significant weakening of the economy, more limited availability of credit, a reduction in business confidence and activity, and other difficulties that may affect one or more of the industries to which we sell our services. Uncertainty about economic conditions in the

United States, Europe and other key markets for our services could cause customers to delay or reduce their information technology spending. This could result in reductions in sales of our services, longer sales cycles, reductions in subscription duration and value, slower adoption of new technologies and increased price competition. Any of these events would likely have an adverse effect on our business, operating results and financial position. In addition, there can be no assurance that cloud content management and collaboration spending levels will increase following any recovery.

Changes in laws and regulations related to the internet or changes in the internet infrastructure itself, or disruption in access to the internet or critical services on which the internet depends, may diminish the demand for our services, and could have a negative impact on our business.

The future success of our business depends upon the continued use and availability of the internet as a primary medium for commerce, communication and business services. Federal, state or foreign government bodies or agencies have in the past adopted, and may in the future adopt, laws or regulations affecting the use of the internet as a commercial medium. The adoption of any laws or regulations that could adversely affect the growth, popularity or use of the internet, including laws or practices limiting internet neutrality, could decrease the demand for, or the usage of, our products and services, increase our cost of doing business, adversely affect our operating results, and require us to modify our services in order to comply with these changes. In addition, government agencies or private organizations may begin to impose taxes, fees or other charges for accessing the internet or commerce conducted via the internet. These laws or charges could limit the growth of internet-related commerce or communications generally, or result in reductions in the demand for internet-based services such as ours.

For example, in December 2017, the Federal Communications Commission voted to repeal the “net neutrality” rules and return to a “light-touch” regulatory framework. However, the repeal has not yet taken effect and a number of parties have already stated their intent to appeal this order; thus, the future impact of such repeal and any challenge thereto remains uncertain. The rules were designed to ensure that all online content is treated the same by internet service providers and other companies that provide broadband services. Should the repeal of net neutrality rules take effect, access to or demand for our services could be hindered, we could incur greater operating expenses, and our business and results of operations.

In addition, the use of the internet and, in particular, the cloud as a business tool could be adversely affected due to delays in the development or adoption of new standards and protocols to handle increased demands of internet activity, security, reliability, cost, ease of use, accessibility, and quality of service. The performance of the internet and its acceptance as a business tool have been adversely affected by “viruses,” “worms”, “denial of service attacks” and similar malicious activity. The internet has also experienced a variety of outages, disruptions and other delays as a result of this malicious activity targeted at critical internet infrastructure. These service disruptions could diminish the overall attractiveness to existing and potential customers of services that depend on the internet and could cause demand for our services to suffer.

We employ third-party software for use in or with our services, and the inability to maintain licenses to this software, or errors in the software, could result in increased costs, or reduced service levels, which would adversely affect our business.

Our services incorporate certain third-party software obtained under open source licenses or licenses from other companies. We anticipate that we will continue to rely on such third-party software and development tools in the future. Although we believe that there are commercially reasonable alternatives to the third-party software we currently license, this may not always be the case, or it may be difficult or costly to replace. In addition, integration of the software used in our services with new third-party software may require significant work and require substantial investment of our time and resources. Also, to the extent that our services depend upon the successful operation of third-party software in conjunction with our software, any undetected errors or defects in this third-party software could prevent the deployment or impair the functionality of our services, delay the

introduction of new services introductions, result in a failure of our services, and injure our reputation. For example, we recently discovered that a bug in a third-party software library we use in our services caused a very small subset of certain files uploaded during a short period of time (from mid-December 2017 to early January 2018) to be stored in a partially-corrupted state. Our use of additional or alternative third-party software would require us to enter into additional license agreements with third parties.

If we fail to maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired.

As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, the Sarbanes-Oxley Act and the listing standards of the New York Stock Exchange (NYSE). We expect that compliance with these rules and regulations will continue to increase our legal, accounting and financial compliance costs, make some activities more difficult, time consuming and costly, and place significant strain on our personnel, systems and resources.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures, and internal control over financial reporting. We are continuing to develop and refine our disclosure controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file with the SEC is properly recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. We are also continuing to improve our internal control over financial reporting. We have expended, and anticipate that we will continue to expend, significant resources in order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting.

Our current controls and any new controls that we develop may become inadequate because of changes in conditions in our business, including increased complexity resulting from our international expansion. Further, weaknesses in our disclosure controls or our internal control over financial reporting may be discovered in the future. Any failure to develop or maintain effective controls, or any difficulties encountered in their implementation or improvement, could harm our operating results or cause us to fail to meet our reporting obligations and may result in a restatement of our financial statements for prior periods. Any failure to implement and maintain effective internal control over financial reporting could also adversely affect the results of management reports and independent registered public accounting firm audits of our internal control over financial reporting that we are required to include in our periodic reports that we file with the SEC. Ineffective disclosure controls and procedures, and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on the market price of our Class A common stock. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on the NYSE.

Any failure to maintain effective disclosure controls and internal control over financial reporting could have a material and adverse effect on our business and operating results, and cause a decline in the market price of our Class A common stock.

Failure to comply with anti-bribery, anti-corruption, and anti-money laundering laws could subject us to penalties and other adverse consequences.

We are subject to the Foreign Corrupt Practices Act, or the FCPA, the U.K. Bribery Act and other anti-corruption, anti-bribery and anti-money laundering laws in various jurisdictions both domestic and abroad. In addition to our own sales force, we also leverage third parties to sell our products and services and conduct our business abroad. We and our third-party intermediaries may have direct or indirect interactions with officials and employees of government agencies or state-owned or affiliated entities and may be held liable for the corrupt or other illegal activities of these third-party business partners and intermediaries, our employees, representatives,

contractors, channel partners, and agents, even if we do not explicitly authorize such activities. While we have policies and procedure to address compliance with such laws, we cannot assure you that our employees and agents will not take actions in violation of our policies or applicable law, for which we may be ultimately held responsible. Any violation of the FCPA or other applicable anti-bribery, anti-corruption laws, and anti-money laundering laws could result in whistleblower complaints, adverse media coverage, investigations, loss of export privileges, severe criminal or civil sanctions, or suspension or debarment from U.S. government contracts, all of which may have an adverse effect on our reputation, business, operating results and prospects.

Our ability to use our net operating loss carryforwards and certain other tax attributes may be limited.

As of January 31, 2018, we had U.S. federal net operating loss carryforwards of approximately \$624.7 million, state net operating loss carryforwards of approximately \$613.7 million, and foreign net operating loss carryforwards of approximately \$214.7 million. Under Sections 382 and 383 of Internal Revenue Code of 1986, as amended (Code), if a corporation undergoes an “ownership change,” the corporation’s ability to use its pre-change net operating loss carryforwards and other pre-change tax attributes, such as research tax credits, to offset its post-change income and taxes may be limited. In general, an “ownership change” occurs if there is a cumulative change in our ownership by “5% shareholders” that exceeds 50 percentage points over a rolling three-year period. Similar rules may apply under state tax laws. We have in the past experienced an ownership change which has impacted our ability to fully realize the benefit of these net operating loss carryforwards. If we experience additional ownership changes as a result of future transactions in our stock, then we may be further limited in our ability to use our net operating loss carryforwards and other tax assets to reduce taxes owed on the net taxable income that we earn. Any such limitations on the ability to use our net operating loss carryforwards and other tax assets could adversely impact our business, financial condition and operating results. On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (“Tax Act”). The Tax Act reduces the U.S. federal corporate tax rate from 34% to 21%, imposes a one-time repatriation tax, and numerous other provisions transitioning to a territorial system. The changes included in the Tax Act are broad and complex. The overall impact of this Tax Act is uncertain, and it is possible that our business and financial condition could be adversely affected. We currently anticipate finalizing and recording any resulting adjustments by the year ending January 31, 2019.

Tax laws or regulations could be enacted or changed and existing tax laws or regulations could be applied to us or to our customers in a manner that could increase the costs of our services and adversely impact our business.

The application of federal, state, local and international tax laws to services provided electronically is unclear and continuously evolving. Income, sales, use or other tax laws, statutes, rules, regulations or ordinances could be enacted or amended at any time, such as the Tax Act in the United States, possibly with retroactive effect, and could be applied solely or disproportionately to services provided over the internet. These enactments or amendments could adversely affect our sales activity due to the inherent cost increase the taxes would represent and ultimately result in a negative impact on our operating results and cash flows.

In addition, existing tax laws, statutes, rules, regulations or ordinances could be interpreted or applied adversely to us, possibly with retroactive effect, which could require us or our customers to pay additional tax amounts, as well as require us or our customers to pay fines or penalties, as well as interest for past amounts. If we are unsuccessful in collecting such taxes due from our customers, we could be held liable for such costs, thereby adversely impacting our operating results and cash flows.

We may be subject to additional tax liabilities.

We are subject to income, sales, use, value added and other taxes in the United States and other countries in which we conduct business, and such laws and rates vary by jurisdiction. Certain jurisdictions in which we do not collect sales, use, value added or other taxes on our sales may assert that such taxes are applicable, which could

result in tax assessments, penalties and interest, and we may be required to collect such taxes in the future. Significant judgment is required in determining our worldwide provision for income taxes. These determinations are highly complex and require detailed analysis of the available information and applicable statutes and regulatory materials. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. Although we believe our tax estimates are reasonable, the final determination of tax audits and any related litigation could be materially different from our historical tax practices, provisions and accruals. If we receive an adverse ruling as a result of an audit, or we unilaterally determine that we have misinterpreted provisions of the tax regulations to which we are subject, there could be a material effect on our tax provision, net loss or cash flows in the period or periods for which that determination is made. In addition, liabilities associated with taxes are often subject to an extended or indefinite statute of limitations period. Therefore, we may be subject to additional tax liability (including penalties and interest) for a particular year for extended periods of time.

Our reported financial results may be adversely affected by changes in accounting principles generally accepted in the United States.

Generally accepted accounting principles (GAAP) in the United States are subject to interpretation by the Financial Accounting Standards Board (FASB), the SEC and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported financial results, and could affect the reporting of transactions completed before the announcement of a change. For example, in May 2014, the FASB issued accounting standards update No. 2014-09 (Topic 606), *Revenue from Contracts with Customers*, which supersedes nearly all existing revenue recognition guidance under U.S. GAAP and becomes effective for us beginning the first quarter of fiscal year 2019. In addition, were we to change our critical accounting estimates, including the timing of recognition of subscription revenue and other revenue sources, our results of operations could be significantly impacted. These or other changes in accounting principles could adversely affect our financial results. See Note 2 of our Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K regarding the effect of new accounting pronouncements on our financial statements. Any difficulties in implementing these pronouncements could cause us to fail to meet our financial reporting obligations, which could result in regulatory discipline and harm investors' confidence in us.

Risks Related to Ownership of Our Class A Common Stock

The dual class structure of our common stock has the effect of concentrating voting control with those stockholders who held our capital stock prior to the completion of our initial public offering, including our executive officers, employees and directors and their affiliates, which limits your ability to influence the outcome of important transactions, including a change in control.

Our Class B common stock has 10 votes per share, and our Class A common stock has one vote per share. Stockholders who held shares of our Class B common stock as of January 31, 2018, including our executive officers, employees and directors and their affiliates, collectively held approximately 47.5% of the voting power of our outstanding capital stock as of such date. Because of the ten-to-one voting ratio between our Class B common stock and Class A common stock, the holders of our Class B common stock collectively continue to control a majority of the combined voting power of our capital stock and therefore are able to control all matters submitted to our stockholders for approval so long as the shares of our Class B common stock represent at least 9.1% of all outstanding shares of our Class A common stock and Class B common stock. These holders of our Class B common stock may also have interests that differ from yours and may vote in a way with which you disagree and which may be adverse to your interests. This concentrated control may have the effect of delaying, preventing or deterring a change in control of our company, could deprive our stockholders of an opportunity to receive a premium for their capital stock as part of a sale of our company and might ultimately affect the market price of our Class A common stock.

Transfers by holders of our Class B common stock will generally result in those shares converting into shares of our Class A common stock, subject to limited exceptions, such as certain transfers effected for estate

planning or charitable purposes. The conversion of shares of our Class B common stock into shares of our Class A common stock will have the effect, over time, of increasing the relative voting power of those holders of Class B common stock who retain their shares in the long term. If, for example, Messrs. Levie, Levin and Smith retain a significant portion of their holdings of our Class B common stock for an extended period of time, they could control a significant portion of the voting power of our capital stock for the foreseeable future. As board members, Messrs. Levie, Levin and Smith each owe a fiduciary duty to our stockholders and must act in good faith and in a manner they reasonably believe to be in the best interests of our stockholders. As stockholders, Messrs. Levie, Levin and Smith are entitled to vote their shares in their own interests, which may not always be in the interests of our stockholders generally.

Anti-takeover provisions contained in our amended and restated certificate of incorporation and amended and restated bylaws, as well as provisions of Delaware law, could impair a takeover attempt.

Our amended and restated certificate of incorporation, amended and restated bylaws and Delaware law contain provisions which could have the effect of rendering more difficult, delaying or preventing an acquisition deemed undesirable by our board of directors. Among other things, our amended and restated certificate of incorporation and amended and restated bylaws include provisions:

- creating a classified board of directors whose members serve staggered three-year terms;
- authorizing “blank check” preferred stock, which could be issued by our board of directors without stockholder approval and may contain voting, liquidation, dividend and other rights superior to our common stock;
- limiting the liability of, and providing indemnification to, our directors and officers;
- limiting the ability of our stockholders to call and bring business before special meetings;
- requiring advance notice of stockholder proposals for business to be conducted at meetings of our stockholders and for nominations of candidates for election to our board of directors;
- controlling the procedures for the conduct and scheduling of board directors and stockholder meetings; and
- authorizing two classes of common stock, as discussed above.

These provisions, alone or together, could delay or prevent hostile takeovers and changes in control or changes in our management.

As a Delaware corporation, we are also subject to provisions of Delaware law, including Section 203 of the Delaware General Corporation Law, which prevents certain stockholders holding more than 15% of our outstanding capital stock from engaging in certain business combinations without approval of the holders of at least two-thirds of our outstanding common stock not held by such stockholder.

Any provision of our amended and restated certificate of incorporation, amended and restated bylaws or Delaware law that has the effect of delaying, preventing or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our capital stock, and could also affect the price that some investors are willing to pay for our Class A common stock.

The market price of our Class A common stock has been and may continue to be volatile, and you could lose all or part of your investment.

The market price of our Class A common stock has been and may continue to be subject to wide fluctuations in response to various factors, some of which are beyond our control and may not be related to our operating performance. For example, from February 1, 2017 through January 31, 2018, the closing price of our Class A common stock ranged from \$16.08 per share to \$23.82 per share. In addition to the factors discussed in

this “Risk Factors” section and elsewhere in this Annual Report on Form 10-K, factors that could cause fluctuations in the market price of our Class A common stock include the following:

- price and volume fluctuations in the overall stock market from time to time;
- volatility in the market prices and trading volumes of technology stocks;
- changes in operating performance and stock market valuations of other technology companies generally or those in our industry in particular;
- sales of shares of our Class A common stock by us or our stockholders;
- failure of securities analysts to maintain coverage and/or to provide accurate consensus results of us, changes in financial estimates by securities analysts who follow us, or our failure to meet these estimates or the expectations of investors;
- the financial projections we may provide to the public, any changes in those projections or our failure to meet those projections;
- announcements by us or our competitors of new products or services;
- the public’s reaction to our press releases, other public announcements and filings with the SEC;
- rumors and market speculation involving us or other companies in our industry;
- actual or anticipated changes in our operating results or fluctuations in our operating results;
- actual or anticipated developments in our business, our competitors’ businesses or the competitive landscape generally;
- litigation involving us, our industry or both, or investigations by regulators into our operations or those of our competitors;
- developments or disputes concerning our intellectual property or other proprietary rights;
- announced or completed acquisitions of businesses or technologies by us or our competitors;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- changes in accounting standards, policies, guidelines, interpretations or principles;
- any significant change in our management; and
- general economic conditions and slow or negative growth of our markets.

In addition, in the past, following periods of volatility in the overall market and the market price of a particular company’s securities, securities class action litigation has often been instituted against these companies. This litigation, if instituted against us, could result in substantial costs and a diversion of our management’s attention and resources.

If securities or industry analysts do not publish or cease publishing research or reports about us, our business, our market or our competitors, or if they adversely change their recommendations regarding our Class A common stock, the market price of our Class A common stock and trading volume could decline.

The trading market for our Class A common stock is influenced, to some extent, by the research and reports that securities or industry analysts publish about us, our business, our market or our competitors. If any of the analysts who cover us adversely change their recommendations regarding our Class A common stock or provide more favorable recommendations about our competitors, the market price of our Class A common stock would likely decline. If any of the analysts who may cover us were to cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause the market price of our Class A common stock or trading volume to decline.

We do not expect to declare any dividends in the foreseeable future.

We do not anticipate declaring any cash dividends to holders of our Class A common stock in the foreseeable future. Consequently, investors may need to rely on sales of our Class A common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investment. Investors seeking cash dividends should not purchase shares of our Class A common stock.

Item 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

Item 2. PROPERTIES

Our corporate headquarters, which includes research and development, sales, marketing, business operations and executive offices, is located in Redwood City, California. It consists of approximately 340,000 square feet of space under a lease that expires in fiscal 2029. We sublease a portion of this space.

We also lease offices in San Francisco, California; Austin, Texas; New York, New York; London, England; Tokyo, Japan; and South Melbourne, Australia. We intend to procure additional space as we add employees in our current locations and expand geographically. We believe that our facilities are adequate to meet our needs for the immediate future, and that, should it be needed, suitable additional space will be available to accommodate expansion of our operations.

Item 3. LEGAL PROCEEDINGS

From time to time, we are a party to litigation and subject to claims that arise in the ordinary course of business. We investigate these claims as they arise, and accrue estimates for resolution of legal and other contingencies when losses are probable and estimable. Although the results of litigation and claims cannot be predicted with certainty, we believe there was not at least a reasonable possibility that we had incurred a material loss with respect to such loss contingencies as of January 31, 2018.

Item 4. MINE SAFETY DISCLOSURE

Not applicable.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information for Common Stock

Our Class A common stock began trading on the New York Stock Exchange under the symbol "BOX" on January 23, 2015. Prior to that date, there was no public trading market for shares of our Class A common stock. The following table sets forth the high and low sales price per share of our Class A common stock as reported on the New York Stock Exchange for the period indicated:

	<u>High</u>	<u>Low</u>
Year Ended January 31, 2018		
Fourth Quarter	\$24.10	\$19.55
Third Quarter	\$22.07	\$17.25
Second Quarter	\$20.91	\$16.76
First Quarter	\$18.36	\$15.73
Year Ended January 31, 2017		
Fourth Quarter	\$17.40	\$13.70
Third Quarter	\$16.34	\$11.80
Second Quarter	\$12.91	\$10.02
First Quarter	\$13.37	\$ 9.12

Holder of Record

As of February 28, 2018, there were 215 holders of record of our Class A common stock and 163 holders of record of our Class B common stock. Because many of our shares of Class A common stock are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of beneficial owners of our Class A common stock represented by these record holders.

Dividend Policy

We have never declared or paid cash dividends on our capital stock. We currently intend to retain all available funds and any future earnings for use in the operation of our business and do not anticipate paying any dividends on our capital stock in the foreseeable future. Any future determination to declare dividends will be made at the discretion of our board of directors, subject to applicable laws, and will depend on our financial condition, operating results, capital requirements, general business conditions and other factors that our board of directors may deem relevant.

Unregistered Sales of Equity Securities

None.

Issuer Purchases of Equity Securities

None.

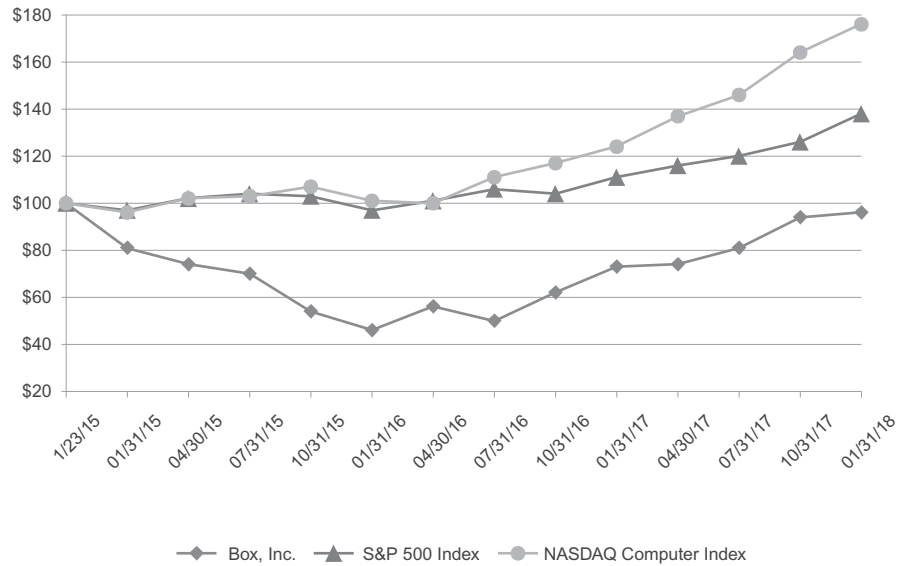
Performance Graph

This performance graph shall not be deemed "soliciting material" or to be "filed" with the SEC for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of Box, Inc. under the Securities Act of 1933, as amended, or the Exchange Act.

The following graph compares the cumulative total return to stockholders on our common stock relative to the cumulative total returns of the Standard & Poor's 500 Index, or S&P 500, and the NASDAQ Computer

Index. An investment of \$100 (with reinvestment of all dividends) is assumed to have been made in our Class A common stock and in each index on January 23, 2015, the date our Class A common stock began trading on the NYSE, and its relative performance is tracked through January 31, 2018. The returns shown are based on historical results and are not intended to suggest future performance.

Comparison of Cumulative Total Return of Box, Inc.



Company/Index	Base Period 01/23/2015	01/31/2015	04/30/2015	07/31/2015	10/31/2015	01/31/2016	04/30/2016	07/31/2016	10/31/2016	01/31/2017	04/30/2017	07/31/2017	10/31/2017	01/31/2018
Box, Inc.	\$100	\$81	\$ 74	\$ 70	\$ 54	\$ 46	\$ 56	\$ 50	\$ 62	\$ 73	\$ 74	\$ 81	\$ 94	\$ 96
S&P 500 Index	100	97	102	104	103	97	101	106	104	111	116	120	126	138
NASDAQ Computer Index	100	96	102	103	107	101	100	111	117	124	137	146	164	176

Item 6. SELECTED CONSOLIDATED FINANCIAL DATA

The following selected historical consolidated financial data should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II, Item 7 of our consolidated financial statements and the related notes included in Item 8 of this Annual Report on Form 10-K. The historical results are not necessarily indicative of the results to be expected in any future period

	Year Ended January 31,				
	2018	2017	2016	2015	2014
	(in thousands)				
Consolidated Statements of Operations Data:					
Revenue	\$ 506,142	\$ 398,605	\$ 302,704	\$ 216,440	\$ 124,192
Cost of revenue(1)(2)	135,248	112,130	87,100	47,273	25,974
Gross profit	370,894	286,475	215,604	169,167	98,218
Operating expenses:					
Research and development(2)	136,791	115,928	102,500	66,402	45,967
Sales and marketing(2)	303,319	253,020	242,184	207,749	171,188
General and administrative(1)(2)	84,805	68,182	71,923	61,672	39,843
Total operating expenses	524,915	437,130	416,607	335,823	256,998
Loss from operations	(154,021)	(150,655)	(201,003)	(166,656)	(158,780)
Remeasurement of redeemable convertible preferred stock warrant liability	—	—	—	126	(8,477)
Interest expense, net	(1,013)	(896)	(1,157)	(2,009)	(3,705)
Other income (expense), net	789	678	(98)	(257)	(26)
Loss before provision (benefit) for income taxes	(154,245)	(150,873)	(202,258)	(168,796)	(170,988)
Provision (benefit) for income taxes	715	914	690	(569)	(2,431)
Net loss	(154,960)	(151,787)	(202,948)	(168,227)	(168,557)
Accretion of redeemable convertible preferred stock	—	—	—	(11,503)	(341)
Deemed dividend on the conversion of Series F redeemable convertible preferred stock	—	—	—	(2,262)	—
Net loss attributable to common stockholders	<u>\$(154,960)</u>	<u>\$(151,787)</u>	<u>\$(202,948)</u>	<u>\$(181,992)</u>	<u>\$(168,898)</u>
Net loss per share attributable to common stockholders, basic and diluted	<u>\$ (1.16)</u>	<u>\$ (1.19)</u>	<u>\$ (1.67)</u>	<u>\$ (11.48)</u>	<u>\$ (14.89)</u>
Weighted-average shares used to compute net loss per share attributable to common stockholders, basic and diluted(3)	<u>133,932</u>	<u>127,469</u>	<u>121,240</u>	<u>15,854</u>	<u>11,341</u>

(1) Includes intangible assets amortization as follows:

	Year Ended January 31,				
	2018	2017	2016	2015	2014
	(in thousands)				
Cost of revenue	\$365	\$3,197	\$5,443	\$3,455	\$1,813
General and administrative	154	155	154	169	174
Total intangible assets amortization	<u>\$519</u>	<u>\$3,352</u>	<u>\$5,597</u>	<u>\$3,624</u>	<u>\$1,987</u>

- (2) Includes stock-based compensation expense as follows:

	Year Ended January 31,				
	2018	2017	2016	2015	2014
	(in thousands)				
Cost of revenue	\$10,742	\$ 7,882	\$ 4,664	\$ 1,492	\$ 450
Research and development	37,733	30,796	24,696	11,767	3,154
Sales and marketing	31,742	26,142	19,530	11,616	5,017
General and administrative	17,268	13,552	10,614	7,054	3,128
Total stock-based compensation	<u>\$97,485</u>	<u>\$78,372</u>	<u>\$59,504</u>	<u>\$31,929</u>	<u>\$11,749</u>

- (3) Upon the closing of Box's initial public offering on January 28, 2015, 88.1 million shares of Box's redeemable convertible preferred stock were converted and reclassified to Box's common stock. In addition, 85,354 shares of Box's common stock were issued upon the net exercise of a warrant to purchase shares of Box's redeemable convertible preferred stock.

	January 31,				
	2018	2017	2016	2015	2014
	(in thousands)				
Consolidated Balance Sheet Data:					
Cash and cash equivalents	\$208,076	\$177,391	\$185,741	\$330,436	\$ 108,851
Working capital	5,222	24,160	69,528	240,176	44,289
Total assets	553,566	493,674	497,488	492,666	235,429
Deferred revenue, current and non-current	320,923	241,984	186,413	120,057	90,072
Debt, current and non-current	40,000	40,000	40,000	40,000	34,000
Redeemable convertible preferred stock warrant liability, current and non-current	—	—	—	—	1,346
Redeemable convertible preferred stock	—	—	—	—	393,217
Total stockholders' equity (deficit)	14,968	74,732	137,901	268,129	(335,512)

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations together with the section titled "Selected Consolidated Financial Data" and the consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K. This discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those discussed in the section titled "Risk Factors" and in other parts of this Annual Report on Form 10-K.

Overview

Box provides a leading cloud content management platform that enables organizations of all sizes to securely manage their 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 legal and regulatory requirements, internal policies and industry standards and regulations. Our platform enables a broad set of business use cases across an enterprise, across multiple file formats and media types, and 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.

We were founded and publicly launched our platform in 2005 with a simple but powerful idea: to make it incredibly easy for people to securely manage, share and collaborate on their most important content online. In 2006, we introduced a free version of our product in order to rapidly grow our user base, and we surpassed one million registered users by July 2007. As users began to bring our solution into the workplace, we learned that businesses were eager for a solution to empower user-friendly content sharing and collaboration in a secure, manageable way. Starting in 2007, we began enhancing our platform to serve businesses and large enterprises, which meant expanding our business functionality with features such as our administrative console, identity integration, activity reporting and full-text search. To further satisfy the requirements of IT departments in large organizations, we began to invest heavily in enhancing the security of our platform. Also in 2007, we began to build an enterprise sales team. The continual evolution of our platform features allowed our sales team to sell into increasingly larger organizations. To empower users to work securely from anywhere, we built native applications for all major mobile platforms. The introduction of our iPad application in 2010 further accelerated enterprise adoption of our platform. In 2012, we introduced our Box OneCloud platform and our Box Embed framework to encourage developers and independent software vendors (ISVs) to build powerful applications that connect to Box, furthering the reach of the Box service. We continued to innovate by expanding our offerings to include Box KeySafe, a solution that builds on top of Box's strong encryption and security capabilities to give customers greater control over the encryption keys used to secure the file contents that are stored with Box; Box Governance, which gives customers a better way to comply with regulatory policies, satisfy e-discovery requests and effectively manage sensitive business information; Box Zones, which gives global customers the ability to store their data locally in certain regions; Box Platform, which further enables customers and partners to build enterprise apps using the Box Platform; Box Relay, which allows our end users to easily build, manage and track their own workflows; and Box GxP Validation, which is a new approach for maintaining always-on GxP compliance in the cloud for both regulated and unregulated content. We continued to expand our international presence as we moved to a new European headquarters in London's Tech City in 2017.

We offer our solution to our customers as a subscription-based service, with subscription fees based on the requirements of our customers, including the number of users and functionality deployed. The majority of our customers subscribe to our service through one-year contracts, although we also offer our services for terms

ranging from one month to three years or more. We typically invoice our customers at the beginning of the term, in multiyear, annual, quarterly or monthly installments. We recognize subscription revenue ratably over the term of the subscription period.

Our objective is to build an enduring business that creates sustainable revenue and earnings growth over the long term. To best achieve this objective, we focus on growing the number of users and paying organizations through direct field sales, direct inside sales, indirect channel sales and through word-of-mouth by individual users, some of whom use our services at no cost. Individual users and organizations can also simply sign up to use our solution on our website. We believe this approach not only helps us build a critical mass of users but also has a viral effect within organizations as more of their employees use our service and encourage their IT professionals to deploy our services to a broader user base.

We have achieved significant growth in a short period of time. Our user base includes over 58 million registered users. We define a registered user as a Box account that has been provisioned a unique user identification number. As of January 31, 2018, over 17% of our registered users were paying users who registered as part of a larger enterprise or business account or by using a paid personal account. As of January 31, 2018, we had over 82,000 paying organizations, and our solution was offered in 23 languages. We define paying organizations as separate and distinct buying entities, such as a company, an educational or government institution, or a distinct business unit of a large corporation, that have entered into a subscription agreement with us to utilize our services.

Organizations typically purchase our solution in the following ways: (i) employees in one or more small groups within the organization may individually purchase our service; (ii) organizations may purchase IT-sponsored, enterprise-level agreements with deployments for specific, targeted use cases ranging from tens to thousands of user seats; (iii) organizations may purchase IT-sponsored, enterprise-level agreements where the number of user seats sold is intended to accommodate and enable nearly all information workers within the organization in whatever use cases they desire to adopt over the term of the subscription; and (iv) organizations may purchase our Box Platform service to create custom business applications for their internal use and extended ecosystem of customers, suppliers and partners.

We intend to continue scaling our organization to meet the increasingly complex needs of our customers. Our sales and customer success teams are organized to efficiently serve organizations ranging from small businesses to the world's largest global organizations. We have invested, and expect to continue to invest, in our sales and marketing teams to sell our services around the world, as well as in our development efforts to deliver additional features and capabilities of our cloud services to address our customers' evolving needs. We also expect to continue to make investments in both our infrastructure to meet the needs of our growing global user base and our professional services organization (Box Consulting) to address the strategic needs of our customers in more complex deployments and to drive broader adoption across a wide array of use cases. As a result of our continuing investments to scale our business in each of these areas, we do not expect to be profitable for the foreseeable future.

For the years ended January 31, 2018, 2017 and 2016, our revenue was \$506.1 million, \$398.6 million, and \$302.7 million, respectively, representing year-over-year growth of 27% and 32%, respectively, and our net losses were \$155.0 million, \$151.8 million, and \$202.9 million, respectively. For the years ended January 31, 2018, 2017 and 2016, revenue from non-U.S. customers represented 22%, 18%, and 18% of our revenue, respectively. Box is headquartered in Redwood City, California and operates offices in San Francisco, California; Austin, Texas; New York, New York; London, England; Tokyo, Japan; and South Melbourne, Australia.

Our Business Model

Our business model focuses on maximizing the lifetime value of a customer relationship. We make significant investments in acquiring new customers and believe that we will be able to achieve a positive return

on these investments by retaining customers, cross-selling our newer products and expanding the size of our deployments within our customer base over time. In connection with the acquisition of new customers, we incur and recognize significant upfront costs. These costs include sales and marketing costs associated with acquiring new customers, such as sales commission expenses, a significant portion of which is expensed upfront and the remaining portion of which is expensed over the length of the non-cancellable subscription term, and marketing costs, which are expensed as incurred. Due to our subscription model, we recognize revenue ratably over the term of the subscription period, which commences when all of the revenue recognition criteria have been met. Although our objective is for each customer to be profitable for us over the duration of our relationship, the costs we incur with respect to any customer relationship, whether a new customer or an expansion within an existing customer, may exceed revenue in earlier periods because we recognize those costs faster than we recognize the associated revenue.

Because of these dynamics, we experience a range of profitability with our customers depending in large part upon in what stage of the customer phase they are. We generally incur higher sales and marketing expenses for new customers and existing customers who are still in an expanding stage. For new customers, our associated sales and marketing expenses typically exceed the first year revenue we recognize from those customers. For customers who are expanding their use of Box, we incur various associated marketing expenses as well as sales commission expenses, though we typically recognize higher revenue than sales and marketing expenses. For typical customers who are renewing their Box subscriptions, our associated sales and marketing expenses are significantly less than the revenue we recognize from those customers. These differences are primarily driven by the higher compensation we provide to our sales force for new customers and customer subscription expansions compared to the compensation we provide to our sales force for routine subscription renewals by customers. In addition, our sales and marketing expenses, other than the compensation we provide to our sales force, are generally higher for acquiring new customers versus expansions or renewals of existing customer subscriptions. We believe that, over time, as our existing customer base grows and a relatively higher percentage of our revenue is attributable to renewals versus new or expanding Box deployments, we will experience lower associated sales and marketing expenses as a percentage of revenue.

Key Business Metrics

We use the key metrics below for financial and operational decision-making and as a means to evaluate period-to-period comparisons. We believe that these key metrics provide meaningful supplemental information regarding our performance. We believe that both management and investors benefit from referring to these key metrics in assessing our performance and when planning, forecasting, and analyzing future periods. These key metrics also facilitate management's internal comparisons to our historical performance as well as comparisons to certain competitors' operating results. We believe these key metrics are useful to investors both because (1) they allow for greater transparency with respect to key metrics used by management in its financial and operational decision-making and (2) they are used by institutional investors and the analyst community to help analyze the health of our business.

	Year Ended January 31,		
	2018	2017	2016
Billings (in thousands)	\$585,081	\$454,176	\$ 369,060
Billings growth rate	29%	23%	50%
Free cash flow (in thousands)	\$ 8,948	\$(24,849)	\$(116,296)
Retention rate (period end)	110%	115%	117%

Billings

Billings represent our revenue plus the change in deferred revenue in the period. Billings we record in any particular period primarily reflect sales to new customers plus subscription renewals and expansion within existing customers, and represent amounts invoiced for all of our products and professional services. We

typically invoice our customers at the beginning of the term, in multiyear, annual, quarterly or monthly installments. If the customer negotiates to pay the full subscription amount at the beginning of the period, the total subscription amount for the entire term will be reflected in billings. If the customer negotiates to be invoiced annually or more frequently, only the amount billed for such period will be included in billings.

Billings help investors better understand our sales activity for a particular period, which is not necessarily reflected in our revenue given that we recognize subscription revenue ratably over the subscription term. We consider billings a significant performance measure and after adjusting for any shifts in relative payment frequencies, a leading indicator of future revenue. We monitor billings to manage our business, make planning decisions, evaluate our performance and allocate resources. We believe that billings offer valuable supplemental information regarding the performance of our business and will help investors better understand the sales volumes and performance of our business. Although we consider billings to be a significant performance measure, we do not consider it to be a non-GAAP financial measure given that it is calculated using exclusively revenue and deferred revenue, both of which are financial measures calculated in accordance with GAAP.

Billings increased 29% in the year ended January 31, 2018 over the year ended January 31, 2017. The increase in billings was primarily driven by the addition of new customers with large initial deployments, expansion of the number of users within existing customers, strong attach rates of new products, and an enhanced developer access fee from one of our resellers.

Our use of billings has certain limitations as an analytical tool and should not be considered in isolation or as a substitute for revenue or an analysis of our results as reported under GAAP. Billings are recognized when invoiced, while the related revenue is recognized ratably over the term of the subscription or premier support services. When we invoice customers more frequently than their subscription period, amounts not yet invoiced will not be reflected in deferred revenue or billings. Also, other companies, including companies in our industry, may not use billings, may calculate billings differently, may have different billing frequencies, or may use other financial measures to evaluate their performance, all of which could reduce the usefulness of billings as a comparative measure.

We expect normalized payment durations such that, aside from the impact from the enhanced developer fee mentioned earlier, we expect our billings growth and revenue growth to correlate with one another. In addition, as we have gained and expect to continue to gain more traction with large enterprise customers, we also anticipate our quarterly billings to increasingly concentrate in the back half of our fiscal year, especially in the fourth quarter.

A calculation of billings starting with revenue, the most directly comparable GAAP financial measure, is presented below (in thousands):

	Year Ended January 31,		
	2018	2017	2016
GAAP revenue	\$ 506,142	\$ 398,605	\$ 302,704
Deferred revenue, end of period	320,923	241,984	186,413
Less: deferred revenue, beginning of period	(241,984)	(186,413)	(120,057)
Billings	<u>\$ 585,081</u>	<u>\$ 454,176</u>	<u>\$ 369,060</u>

Free Cash Flow

We define free cash flow as cash from operating activities less purchases of property and equipment, principal payments of capital lease obligations, and other items that did not or are not expected to require cash settlement and that management considers to be outside of our core business. We specifically identify other adjusting items in our reconciliation of GAAP to non-GAAP financial measures. These adjusting items such as

the use and release of restricted cash to guarantee a significant letter of credit for our Redwood City headquarters are excluded from our free cash flow. We consider free cash flow to be a profitability and liquidity measure that provides useful information to management and investors about the amount of cash generated by the business that can possibly be used for investing in our business and strengthening the balance sheet; but it is not intended to represent the residual cash flow available for discretionary expenditures. A reconciliation of free cash flow to cash provided by (used in) operating activities, its nearest GAAP equivalent, is presented in the non-GAAP Financial Measures section of this Annual Report on Form 10-K. The presentation of free cash flow is also not meant to be considered in isolation or as an alternative to cash flows from operating activities as a measure of liquidity.

Free cash flow increased \$33.8 million in the year ended January 31, 2018 as compared to the year ended January 31, 2017. Free cash flow for the fiscal year ended January 31, 2018 excluded a \$25.0 million release of the restricted cash used to guarantee a letter of credit for our Redwood City headquarters. The increase in free cash flow was primarily driven by an increase in cash provided by operating activities of \$38.1 million and a decrease in capital expenditures of \$3.1 million, partially offset by an increase in capital lease obligation principal payments of \$7.4 million. The primary factors affecting the increase in cash flow from operations included an increase in non-cash charges of \$22.1 million and changes in our operating assets and liabilities of \$19.2 million, partially offset by an increase of our net loss by \$3.2 million. The decrease in capital expenditures was primarily due to the completion of our Redwood City headquarters, partially offset by our facilities investments in Austin, Tokyo and London. We acquired data center assets primarily through capital leases; as we continue to invest in our data center operations, we expect capital lease obligations to increase in the foreseeable future. Improvements to our working capital management process have contributed to significant improvements in free cash flow.

Retention Rate

Retention rate is defined as the net percentage of Total Account Value (TAV) retained from existing customers, including expansion. We calculate our retention rate as of a period end by starting with the TAV from customers with contract value of \$5,000 or more as of 12 months prior to such period end (Prior Period TAV) and a subscription term of at least 12 months. We then calculate TAV from these same customers as of the current period end (Current Period TAV). Finally, we divide the Current Period TAV by the Prior Period TAV to arrive at our retention rate. We believe our retention rate is an important metric that provides insight into the long-term value of our subscription agreements and our ability to retain and grow revenue from our customer base. We focus on contracts that have a value of \$5,000 or more because, over time, these customers give us the best indicator for the growth of our business and the potential for incremental business as they renew and expand their deployments, and contracts with these customers represented a substantial majority of our revenue for the fiscal year ended January 31, 2018. Retention rate is an operational metric and there is no comparable GAAP financial measure to which we can reconcile this particular key metric.

Our retention rate was 110%, 115% and 117% as of January 31, 2018, 2017 and 2016, respectively. The calculation of our retention rate reflects both net user expansion and the loss of customers who do not renew their subscriptions with us, which was below 5% of the Prior Period ACV for the year ended January 31, 2018. Our strong retention rates have been primarily attributable to strong seat growth in existing customers and strong attach rates of new products. We believe our investments in product, Customer Success, and Box Consulting have been a significant factor in our strong customer retention results. As we penetrate customer accounts, we expect our rate of growth in expansion to trend down over time but our retention rate to remain above 100% for the foreseeable future.

Components of Results of Operations

Revenue

We derive our revenue from three sources: (1) subscription revenue, which is comprised of subscription fees from customers utilizing our cloud content management platform and other subscription-based services, which

all include routine customer support; (2) revenue from customers purchasing our premier support package; and (3) revenue from professional services such as implementing best practice use cases, project management and implementation consulting services.

To date, practically all of our revenue has been derived from subscription and premier support services. Subscription and premier support revenue is driven primarily by the number of customers, the number of seats sold to each customer and the price of our services.

Subscription and premier support revenue is recognized ratably over the subscription beginning once all requirements for revenue recognition have been met, including provisioning the service so that it is available to our customers. Our subscription and support contracts are typically non-cancellable and do not contain refund-type provisions. The majority of our customers subscribe to our service through one-year contracts, although we also offer our services for terms ranging between one month to three years or more.

Professional services revenue is recognized as the services are rendered for time and material contracts, and using the proportional performance method over the period the services are performed for fixed price contracts. Professional services revenue was not material for all periods presented.

We typically invoice our customers at the beginning of the term, in multiyear, annual, quarterly or monthly installments. Amounts that have been invoiced are initially recorded as deferred revenue and are recognized ratably over the invoice period. Amounts that have not been invoiced are not reflected in deferred revenue.

Revenue is presented net of sales and other taxes we collect on behalf of governmental authorities.

Cost of Revenue

Our cost of revenue consists primarily of costs related to providing our subscription services to our paying customers, including employee compensation and related expenses for datacenter operations, customer support and professional services personnel, payments to outside technology service providers, depreciation of servers and equipment, security services and other tools, as well as amortization of acquired technology. We allocate overhead such as rent, information technology costs and employee benefit costs to all departments based on headcount. As such, general overhead expenses are reflected in cost of revenue and each of the operating expense categories set forth below. We expect our cost of revenue to increase in dollars and may increase as a percentage of revenue as we expect to offer new capabilities to our customers which requires upfront investments and to expand our datacenter operations and customer support to support the growth of our business, our customer base, as well as our international expansion.

Operating Expenses

Our operating expenses consist of research and development, sales and marketing, and general and administrative expenses. Personnel costs are the most significant component of each category of operating expenses. Operating expenses also include allocated overhead costs for facilities, information technology costs and employee benefit costs.

Research and Development. Research and development expense consists primarily of employee compensation and related expenses, as well as allocated overhead. Our research and development efforts are focused on scaling our platform, adding enterprise grade features, functionality and security, and enhancing the ease of use of our cloud content management services. We expect our research and development expense to increase in dollars but remain stable as a percentage of revenue over time, even as we continue to make significant enhancements to our products and services.

Sales and Marketing. Sales and marketing expense consists primarily of employee compensation and related expenses, sales commissions, marketing programs, travel-related expenses, as well as allocated overhead. Marketing programs include but are not limited to advertising, events, corporate communications, brand building, and product marketing. Sales and marketing expense also consists of datacenter and customer support costs related to providing our cloud-based services to our free users. We market and sell our cloud content management services worldwide through our direct sales organization and through indirect distribution channels such as strategic resellers. We expect our sales and marketing expense to continue to increase in dollars but decrease as a percentage of revenue over time as we continue to focus on improving sales force productivity while increasing the size of our sales and marketing organization to capture strong demand globally and expand our international presence.

General and Administrative. General and administrative expense consists primarily of employee compensation and related expenses for administrative functions including finance, legal, human resources, recruiting, information systems and fees for external professional services and cloud based enterprise systems as well as allocated overhead. External professional services fees are primarily comprised of outside legal, accounting, temporary services, audit and outsourcing services. We expect our general and administrative expense to increase in dollars but to decrease as a percentage of revenue over time as we benefit from even greater operational excellence and scale.

Interest Expense, Net

Interest expense, net consists of interest expense and interest income. Interest expense may consist of interest charges for our line of credit, unused commitment fees on our line of credit, fees on our letters of credit, the amortization of capitalized debt issuance costs, and interest expense related to capital leases. Interest income may consist of interest earned on our cash, cash equivalents, marketable securities, and restricted cash. We have historically invested our cash in overnight deposits and short term, investment-grade corporate debt, marketable securities and asset backed securities.

Other Income (Expense), Net

Other income (expense), net consists primarily of gains and losses from foreign currency transactions and other income and expense.

Provision for Income Taxes

Provision for income taxes consists primarily of income taxes in certain foreign jurisdictions in which we conduct business and state income taxes in the United States and, as applicable, changes in our deferred taxes and related valuation allowance positions and uncertain tax positions. As of January 31, 2018, we had federal and state net operating loss carryforwards (NOLs) of \$624.7 million and \$613.7 million. The federal net operating loss carryforwards generated prior to fiscal year 2018 will expire at various dates beginning in 2025, if not utilized. The state net operating loss carryforward will expire at various dates beginning in 2028, if not utilized. We also had foreign net operating loss carryforwards of approximately \$214.7 million, which do not expire. Federal and state tax laws impose limitations on the utilization of NOLs in the event of an “ownership change” for tax purposes, as defined in Section 382 of the Internal Revenue Code. In the past, we have experienced an ownership change which has impacted our ability to fully realize the benefit of these NOLs. If we experience additional ownership changes, our ability to utilize our NOLs may be further limited.

Results of Operations

The following tables set forth our results of operations for the periods presented in dollars and as a percentage of our revenue:

	Year Ended January 31,		
	2018	2017	2016
	(in thousands)		
Consolidated Statements of Operations Data:			
Revenue	\$ 506,142	\$ 398,605	\$ 302,704
Cost of revenue(1)(2)	135,248	112,130	87,100
Gross profit	370,894	286,475	215,604
Operating expenses:			
Research and development(2)	136,791	115,928	102,500
Sales and marketing(2)	303,319	253,020	242,184
General and administrative(1)(2)	84,805	68,182	71,923
Total operating expenses	524,915	437,130	416,607
Loss from operations	(154,021)	(150,655)	(201,003)
Interest expense, net	(1,013)	(896)	(1,157)
Other income (expense), net	789	678	(98)
Loss before provision for income taxes	(154,245)	(150,873)	(202,258)
Provision for income taxes	715	914	690
Net loss	<u>\$(154,960)</u>	<u>\$(151,787)</u>	<u>\$(202,948)</u>

(1) Includes intangible assets amortization as follows:

	Year Ended January 31,		
	2018	2017	2016
	(in thousands)		
Cost of revenue	\$365	\$3,197	\$5,443
General and administrative	154	155	154
Total intangible assets amortization	<u>\$519</u>	<u>\$3,352</u>	<u>\$5,597</u>

(2) Includes stock-based compensation expense as follows:

	Year Ended January 31,		
	2018	2017	2016
	(in thousands)		
Cost of revenue	\$10,742	\$ 7,882	\$ 4,664
Research and development	37,733	30,796	24,696
Sales and marketing	31,742	26,142	19,530
General and administrative	17,268	13,552	10,614
Total stock-based compensation	<u>\$97,485</u>	<u>\$78,372</u>	<u>\$59,504</u>

	<u>Year Ended January 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Percentage of Revenue:			
Revenue	100%	100%	100%
Cost of revenue(1)(2)	<u>27</u>	<u>28</u>	<u>29</u>
Gross profit	73	72	71
Operating expenses:			
Research and development(2)	27	29	34
Sales and marketing(2)	60	64	80
General and administrative(1)(2)	<u>16</u>	<u>17</u>	<u>24</u>
Total operating expenses	<u>103</u>	<u>110</u>	<u>138</u>
Loss from operations	(30)	(38)	(67)
Interest expense, net	—	—	—
Other income (expense), net	—	—	—
Loss before provision for income taxes	(30)	(38)	(67)
Provision for income taxes	—	—	—
Net loss	<u>(30)%</u>	<u>(38)%</u>	<u>(67)%</u>

(1) Includes intangible assets amortization as follows:

	<u>Year Ended January 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Cost of revenue	— %	1%	2%
General and administrative	—	—	—
Total intangible assets amortization	<u>— %</u>	<u>1%</u>	<u>2%</u>

(2) Includes stock-based compensation expense as follows:

	<u>Year Ended January 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Cost of revenue	2%	2%	2%
Research and development	8	8	8
Sales and marketing	6	7	6
General and administrative	<u>3</u>	<u>3</u>	<u>4</u>
Total stock-based compensation	<u>19%</u>	<u>20%</u>	<u>20%</u>

Comparison of the Years Ended January 31, 2018 and 2017

Revenue

	<u>Year Ended January 31,</u>			
	<u>2018</u>	<u>2017</u>	<u>\$ Change</u>	<u>% Change</u>
	(dollars in thousands)			
Revenue	\$506,142	\$398,605	\$107,537	27%

Revenue was \$506.1 million for the year ended January 31, 2018, compared to \$398.6 million for the year ended January 31, 2017, representing an increase of \$107.5 million, or 27%. The increase in revenue was substantially driven by an increase in subscription services. The increase in subscription services was due to the addition of new customers, as the number of paying organizations increased by 17% from January 31, 2017 to January 31, 2018, and strong attach rates of new products, which strengthens our price per seat. Also in this period, we experienced strong renewals from, and expansion within, existing customers as they broadened their deployment of our product offerings, as reflected in our retention rate of 110% as of January 31, 2018.

Cost of Revenue

	Year Ended January 31,		\$ Change	% Change
	2018	2017		
	(dollars in thousands)			
Cost of revenue	\$135,248	\$112,130	\$23,118	21%
Percentage of revenue	27%	28%		

Cost of revenue was \$135.2 million, or 27% of revenue, for the year ended January 31, 2018, compared to \$112.1 million, or 28% of revenue, for the year ended January 31, 2017, representing an increase of \$23.1 million, or 21%. The increase in absolute dollars was primarily due to an increase of \$3.1 million in employee and related costs and an increase of \$2.9 million in stock-based compensation expense primarily driven by the increase in headcount in our datacenter operations, customer support, and our consulting functions from 234 employees as of January 31, 2017 to 266 employees as of January 31, 2018 and an increase in employee equity grants. In addition, there was an increase of \$6.8 million in rent primarily related to the expansion of new data centers, an increase of \$3.1 million in depreciation as additional data center equipment was placed in service, an increase of \$1.6 million in outside agency costs, an increase of \$1.4 million in enterprise subscription software expense, and an increase in investments to support our growing base of paid users. The increase in cost of revenue was partially offset by a \$2.8 million decrease in the amortization of certain intangible assets that reached the end of their estimated useful lives. Despite an increase in absolute dollars, cost of revenue as a percentage of revenue decreased 1 percentage point year-over-year as we continued to optimize infrastructure efficiencies. As we offer new capabilities to our customers, which require upfront investments, and expand our data center infrastructure to support our expected revenue growth in paying customers and new products, we expect our cost of revenue spending as a percentage of revenue to increase in the fiscal year ending January 31, 2019.

Research and Development

	Year Ended January 31,		\$ Change	% Change
	2018	2017		
	(dollars in thousands)			
Research and development	\$136,791	\$115,928	\$20,863	18%
Percentage of revenue	27%	29%		

Research and development expenses were \$136.8 million, or 27% of revenue, for the year ended January 31, 2018, compared to \$115.9 million, or 29% of revenue, for the year ended January 31, 2017, representing an increase of \$20.9 million, or 18%. The increase in absolute dollars was primarily due to an increase of \$12.1 million in employee and related costs and an increase of \$6.9 million in stock-based compensation expense primarily driven by the increase in headcount from 312 employees as of January 31, 2017 to 358 employees as of January 31, 2018 and the timing of employee equity grants from prior periods, and an increase of \$0.8 million in allocated costs for IT software and support costs. Despite an increase in absolute dollars, research and development expenses as a percentage of revenue decreased 2 percentage points year over year. While we continued to invest in enhancing our product and service offerings, develop new products and further differentiate our offerings, we were able to do so at a lower percentage of revenue year over year as our revenue growth outpaced our research and development spending. We expect our research and development expense to increase in dollars but remain stable as a percentage of revenue over time, even as we continue to make significant enhancements to our products and services.

Sales and Marketing

	Year Ended January 31,		\$ Change	% Change
	2018	2017		
	(dollars in thousands)			
Sales and marketing	\$303,319	\$253,020	\$50,299	20%
Percentage of revenue	60%	64%		

Sales and marketing expenses were \$303.3 million, or 60% of revenue, for the year ended January 31, 2018, compared to \$253.0 million, or 64% of revenue, for the year ended January 31, 2017, representing an increase of \$50.3 million, or 20%. The increase in absolute dollars was primarily due to an increase of \$26.9 million in employee and related costs and an increase of \$5.6 million in stock-based compensation expense primarily driven by the increase in headcount from 714 employees as of January 31, 2017 to 876 employees as of January 31, 2018 and the timing of employee equity grants from prior periods. In addition, there was an increase of \$9.9 million in facilities and employee benefits costs, an increase of \$7.3 million in commission expenses, an increase of \$3.6 million in marketing expenses primarily in connection with our annual users' conference (BoxWorks 2017), investments in marketing technology and demand generation, and a \$2.7 million increase in allocated costs mainly due to increased IT software and support services costs. The increase in sales and marketing expenses was partially offset by a \$7.0 million decrease in datacenter and customer support costs to support our free users. Sales and marketing expenses as a percentage of revenue decreased 4 points year-over-year due to our focus on improving sales force productivity and a decrease in cost to support our free users.

Our sales and marketing expenses are generally higher for acquiring new customers than for expansions or renewals of existing customer subscriptions. We expect to continue to invest aggressively to capture our large market opportunity globally and capitalize on our competitive position, while seeking to improve our sales and marketing efficiency to achieve our long-term margin objectives. Over time, as our existing customer base grows and a relatively higher percentage of our revenue is attributable to renewals versus new or expanding Box deployments, we expect that sales and marketing expenses will continue to decrease as a percentage of revenue.

General and Administrative

	<u>Year Ended January 31,</u>		<u>\$ Change</u>	<u>% Change</u>
	<u>2018</u>	<u>2017</u>		
	(dollars in thousands)			
General and administrative	\$84,805	\$68,182	\$16,623	24%
Percentage of revenue	16%	17%		

General and administrative expenses were \$84.8 million, or 16% of revenue, for the year ended January 31, 2018, compared to \$68.2 million, or 17% of revenue, for the year ended January 31, 2017, representing an increase of \$16.6 million, or 24%. The increase in absolute dollars was primarily due to an increase of \$7.5 million in employee and related costs and an increase of \$3.7 million in stock-based compensation expense primarily driven by the increase in headcount from 235 employees as of January 31, 2017 to 284 employees as of January 31, 2018. In addition, there was an increase of \$3.4 million in outside agency and contractor costs as we further invest in our systems, processes and infrastructure for strategic initiatives to grow our business, which includes, among others, our adoption of ASC Topic 606. Also, general and administrative expense for the year ended January 31, 2017, includes a benefit of \$1.7 million recorded in connection with the settlement agreement reached with Open Text. Despite an increase in absolute dollars, general and administrative expense as a percentage of revenue decreased 1 percentage point year-over-year as we continued to benefit from even greater operational excellence and scale.

Interest Expense, Net and Other Income, Net

	<u>Year Ended January 31,</u>		<u>\$ Change</u>	<u>% Change</u>
	<u>2018</u>	<u>2017</u>		
	(dollars in thousands)			
Interest expense, net	\$(1,013)	\$(896)	\$(117)	13%
Other income, net	789	678	111	16%

Interest expense, net, decreased by \$0.1 million, or 13%, during the year ended January 31, 2018 compared to the year ended January 31, 2017.

Research and Development

	<u>Year Ended January 31,</u>		<u>\$ Change</u>	<u>% Change</u>
	<u>2017</u>	<u>2016</u>		
	(dollars in thousands)			
Research and development	\$115,928	\$102,500	\$13,428	13%
Percentage of revenue	29%	34%		

Research and development expenses were \$115.9 million, or 29% of revenue, for the year ended January 31, 2017, compared to \$102.5 million, or 34% of revenue, for the year ended January 31, 2016, representing an increase of \$13.4 million, or 13%. The increase in absolute dollars was primarily due to an increase of \$6.1 million in stock-based compensation expense primarily due to an increase in employee equity grants, an increase of \$3.3 million in data center costs used for research and development activities, an increase of \$2.0 million in allocated costs for IT software and support services, and an increase of \$2.0 million in outside agency costs. Despite an increase in absolute dollars, research and development expense as a percentage of revenue decreased 5 percentage points year over year. While we continued to invest in our product and service offerings and develop new products and further differentiate our offerings, we were able to do so at a lower percentage of revenue year over year as our revenue growth outpaced our research and development spending. We expect to continue investing in new features and functionalities in fiscal 2018.

Sales and Marketing

	<u>Year Ended January 31,</u>		<u>\$ Change</u>	<u>% Change</u>
	<u>2017</u>	<u>2016</u>		
	(dollars in thousands)			
Sales and marketing	\$253,020	\$242,184	\$10,836	4%
Percentage of revenue	64%	80%		

Sales and marketing expenses were \$253.0 million, or 64% of revenue, for the year ended January 31, 2017, compared to \$242.2 million, or 80% of revenue, for the year ended January 31, 2016, representing an increase of \$10.8 million, or 4%. The increase in absolute dollars was primarily due to an increase of \$10.4 million in employee and related costs and an increase of \$6.6 million in stock-based compensation expense primarily driven by the increase in headcount from 618 employees as of January 31, 2016 to 714 employees as of January 31, 2017 and an increase in employee equity grants, and an increase of \$3.8 million in allocated costs for IT software and support services. The increase was partially offset by a \$10.7 million decrease in datacenter and customer support costs to support our free users and a \$0.8 million decrease in marketing events. Sales and marketing expenses as a percentage of revenue decreased 16 points year over year due to improved marketing efficiency, as our sales and marketing expenses are generally higher for acquiring new customers versus expansions or renewals of existing customer subscriptions, and a decrease in cost to support our free users. Over time, as our existing customer base grows and a relatively higher percentage of our revenue is attributable to renewals versus new or expanding Box deployments, we expect that sales and marketing expenses will decrease as a percentage of revenue. We expect to continue to invest to capture our large market opportunity and capitalize on our competitive position, while growing our productivity and efficiency to achieve our long-term margin objectives.

General and Administrative

	<u>Year Ended January 31,</u>		<u>\$ Change</u>	<u>% Change</u>
	<u>2017</u>	<u>2016</u>		
	(dollars in thousands)			
General and administrative	\$68,182	\$71,923	\$(3,741)	(5)%
Percentage of revenue	17%	24%		

General and administrative expenses were \$68.2 million, or 17% of revenue, for the year ended January 31, 2017, compared to \$71.9 million, or 24% of revenue, for the year ended January 31, 2016, representing a decrease of \$3.7 million, or 5%. The decrease in absolute dollars was primarily due to a decrease of \$5.7 million in litigation and legal settlement costs primarily attributable to the settlement agreement reached with Open Text in the three months ended April 30, 2016, a decrease of \$2.3 million in rent expense primarily related to temporarily concurrent expenses between our Redwood City headquarters and our former Los Altos headquarters in fiscal year 2016 and the timing of related sublease income, and various operational improvements. The decrease in absolute dollars was partially offset by an increase in employee and related costs of \$4.3 million primarily driven by the increase in headcount for IT and legal functions and an increase in stock-based compensation expense of \$2.9 million primarily as a result of an increase in employee equity grants.

Interest Expense, Net and Other Income (Expense), Net

	<u>Year Ended January 31,</u>		<u>\$ Change</u>	<u>% Change</u>
	<u>2017</u>	<u>2016</u>		
				(dollars in thousands)
Interest expense, net	\$(896)	\$(1,157)	\$261	(23)%
Other income (expense), net	678	(98)	776	*

* Not meaningful

Interest expense, net, decreased by \$0.3 million, or 23%, during the year ended January 31, 2017 compared to the year ended January 31, 2016. The decrease was primarily due to lower interest expense incurred on our credit facilities for the year ended January 31, 2017.

Other income (expense), net, consisted primarily of foreign currency gains and losses.

Provision for Income Taxes

	<u>Year Ended January 31,</u>		<u>\$ Change</u>	<u>% Change</u>
	<u>2017</u>	<u>2016</u>		
				(dollars in thousands)
Provision for income taxes	\$914	\$690	\$224	*

* Not meaningful

The change in provision for income taxes during the year ended January 31, 2017 compared to the year ended January 31, 2016 was primarily due to an increase in foreign tax expense and an increase in deferred tax expense associated with our current year acquisition.

Quarterly Results of Operations

The following tables set forth selected unaudited quarterly consolidated statements of operations data for each of the eight quarters in the period ended January 31, 2018. The information for each of these quarters has been prepared on the same basis as the audited annual consolidated financial statements included elsewhere in this Annual Report on Form 10-K and, in the opinion of management, includes all adjustments, which include only normal recurring adjustments, necessary for the fair presentation of the results of operations for these periods in accordance with generally accepted accounting principles in the United States. This data should be read in conjunction with our audited consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K. These quarterly operating results are not necessarily indicative of our operating results for a full year or any future period.

	Three Months Ended							
	Jan. 31, 2018	Oct. 31, 2017	Jul. 31, 2017	Apr. 30, 2017	Jan. 31, 2017	Oct. 31, 2016	Jul. 31, 2016	Apr. 30, 2016
(in thousands)								
Consolidated Statements of Operations Data:								
Revenue	\$136,675	\$129,304	\$122,941	\$117,222	\$109,926	\$102,811	\$ 95,713	\$ 90,155
Cost of revenue(1)(2)	35,276	34,471	32,778	32,723	29,554	27,115	27,602	27,859
Gross profit	101,399	94,833	90,163	84,499	80,372	75,696	68,111	62,296
Operating expenses:								
Research and development(2)	34,403	34,812	34,042	33,534	31,104	29,652	28,265	26,907
Sales and marketing(2)	77,715	81,670	73,271	70,663	66,566	66,796	60,186	59,472
General and administrative(1)(2)	21,768	20,910	21,846	20,281	19,095	16,999	17,579	14,509
Total operating expenses	133,886	137,392	129,159	124,478	116,765	113,447	106,030	100,888
Loss from operations	(32,487)	(42,559)	(38,996)	(39,979)	(36,393)	(37,751)	(37,919)	(38,592)
Interest expense, net	(211)	(287)	(236)	(279)	(309)	(222)	(189)	(176)
Other income (expense), net	229	277	267	16	69	(22)	190	441
Loss before provision (benefit) for income taxes	(32,469)	(42,569)	(38,965)	(40,242)	(36,633)	(37,995)	(37,918)	(38,327)
Provision (benefit) for income taxes	196	355	320	(156)	244	238	184	248
Net loss	\$ (32,665)	\$ (42,924)	\$ (39,285)	\$ (40,086)	\$ (36,877)	\$ (38,233)	\$ (38,102)	\$ (38,575)
Net loss per share, basic and diluted	\$ (0.24)	\$ (0.32)	\$ (0.30)	\$ (0.30)	\$ (0.28)	\$ (0.30)	\$ (0.30)	\$ (0.31)
Weighted-average shares used to compute net loss per share, basic and diluted	136,566	134,636	132,981	131,469	129,757	128,275	126,776	124,932

(1) Includes intangible assets amortization as follows:

	Three Months Ended							
	Jan. 31, 2018	Oct. 31, 2017	Jul. 31, 2017	Apr. 30, 2017	Jan. 31, 2017	Oct. 31, 2016	Jul. 31, 2016	Apr. 30, 2016
	(in thousands)							
Cost of revenue	\$—	\$—	\$—	\$365	\$393	\$506	\$878	\$1,420
General and administrative	38	39	38	39	39	39	38	39
Total intangible assets amortization	<u>\$ 38</u>	<u>\$ 39</u>	<u>\$ 38</u>	<u>\$404</u>	<u>\$432</u>	<u>\$545</u>	<u>\$916</u>	<u>\$1,459</u>

(2) Includes stock-based compensation expense as follows:

	Three Months Ended							
	Jan. 31, 2018	Oct. 31, 2017	Jul. 31, 2017	Apr. 30, 2017	Jan. 31, 2017	Oct. 31, 2016	Jul. 31, 2016	Apr. 30, 2016
	(in thousands)							
Cost of revenue	\$ 2,797	\$ 2,814	\$ 2,663	\$ 2,468	\$ 2,554	\$ 1,986	\$ 1,830	\$ 1,512
Research and development	9,314	9,705	9,554	9,160	9,194	7,730	7,348	6,524
Sales and marketing	7,860	8,208	7,934	7,740	7,752	6,744	6,416	5,230
General and administrative	4,978	4,796	3,916	3,578	3,802	3,457	3,470	2,823
Total stock-based compensation	<u>\$24,949</u>	<u>\$25,523</u>	<u>\$24,067</u>	<u>\$22,946</u>	<u>\$23,302</u>	<u>\$19,917</u>	<u>\$19,064</u>	<u>\$16,089</u>

Quarterly Revenue Trends

Our quarterly revenue increased sequentially for all periods presented due primarily to increases in the number of new customers, strong attach rates of new products, as well as increased renewals from and expansion within existing customers as they broadened their deployment of our services. Our fourth quarter has historically been our strongest quarter for contracting activity as a result of buying patterns of large enterprises.

Quarterly Costs and Expenses Trends

Total costs and expenses generally increased sequentially for all periods presented, primarily due to the addition of personnel in connection with the expansion of our business. Sales and marketing expenses generally grew sequentially over the periods with higher concentrations in the second half of the fiscal year as our commissions and marketing costs accelerate with the increase in our customer ordering activities in the second half of our fiscal years. General and administrative costs generally decreased in recent quarters due to greater operational excellence and scale, partially offset by an increase in headcount and double rent on our offices in London and Tokyo in fiscal year 2018.

Our quarterly operating results may fluctuate due to various factors affecting our performance. As noted above, we recognize revenue from subscription fees ratably over the term of the contract. Therefore, changes in our contracting activity in the near term may not be apparent as a change to our reported revenue until future periods. Most of our expenses are recorded as period costs, and thus, factors affecting our cost structure may be reflected in our financial results sooner than changes to our revenue. In addition, we generally incur higher sales and marketing expenses in our third fiscal quarter due to our annual users' conference.

Liquidity and Capital Resources

	Year Ended January 31,		
	2018	2017	2016
	(in thousands)		
Net cash provided by (used in) operating activities	\$ 61,822	\$(1,218)	\$(66,321)
Net cash used in investing activities	(11,715)	(7,572)	(80,861)
Net cash (used in) provided by financing activities	(19,830)	479	2,513

As of January 31, 2018, we had cash and cash equivalents of \$208.1 million. Our cash and cash equivalents are comprised primarily of overnight cash deposits. Despite generating significant operating losses as reflected in our accumulated deficit, we generated positive cash flows from operations as reflected in our consolidated statements of cash flows for the twelve month period ended January 31, 2018. While we may continue to incur operating losses, we expect to continuously improve overall cash flows from operations through improvements to our working capital management processes to provide capital resources for strategic initiatives to grow our business.

Since our inception, we have financed our operations primarily through equity, cash generated from sales and, to a lesser extent, debt financing. We believe our existing cash and cash equivalents, together with our capital lease and credit facilities, will be sufficient to meet our working capital and capital expenditure needs for at least the next 12 months. Our future capital requirements will depend on many factors including our growth rate, subscription renewal activity, billing frequency, the timing and extent of spending to support development efforts, the expansion of sales and marketing and international operation activities, the introduction of new and enhanced services offerings, and the continuing market acceptance of our services. We may in the future enter into arrangements to acquire or invest in complementary businesses, services and technologies, including intellectual property rights. We may be required to seek additional equity or debt financing. In the event that additional financing is required from outside sources, we may not be able to raise it on terms acceptable to us or at all. If we are unable to raise additional capital when desired, our business, operating results and financial condition would be adversely affected.

In December 2015, we entered into a revolving credit facility (December 2015 Facility), which provided for a revolving loan facility in the amount of up to \$40.0 million, originally maturing in December 2017. In February 2017, we amended the December 2015 Facility to extend the maturity date to December 2018.

The December 2015 Facility was denominated in U.S. dollars and, depending on certain conditions, each borrowing was subject to a floating interest rate equal to either the prime rate plus a spread of 0.25% to 2.75% or a reserve adjusted LIBOR rate (based on one, three or six-month interest periods) plus a spread of 1.25% to 3.75%. Although no minimum deposit was required for the December 2015 Facility, we were eligible for the lowest interest rate if we maintained at least \$40 million in deposits with the lender. In addition, there was an annual fee of 0.2% on the total commitment amount. At closing, we drew \$40.0 million at 1.82% (six month LIBOR plus 1.25%) which we used to repay the outstanding principal balance under our secured revolving credit facility entered in August 2013. Borrowings under the December 2015 Facility were collateralized by substantially all of our assets in the United States. It also contained various covenants, including covenants related to the delivery of financial and other information, the maintenance of quarterly financial covenants, as well as customary limitations on dispositions, mergers or consolidations and other corporate activities.

On November 27, 2017, we paid in full all amounts outstanding under the December 2015 Facility, including the outstanding principal balance of \$40.0 million, and terminated the December 2015 Facility and all related loan and collateral documents, in conjunction with entering into a secured credit agreement with a different lender with a maturity date of November 27, 2020 (November 2017 Facility). On November 29, 2017, the restrictions on our certificates of deposits that collateralized the letters of credit were released as the letters of credit were included under the November 2017 Facility sublimit. As such, we released \$26.1 million from restricted cash to cash and cash equivalents.

The November 2017 Facility provides for an \$85.0 million revolving credit facility, with a sublimit of \$30.0 million available for the issuance of letters of credit. The proceeds of the revolving loans may be used for general corporate purposes. The revolving loans accrue interest at a prime rate plus a margin of 0.25% or, at our option, a LIBOR rate (based on one, three or six-month interest periods) plus a margin of 1.00%. Interest on the revolving loans is payable quarterly in arrears with respect to loans based on the prime rate and at the end of an interest period in the case of loans based on the LIBOR rate (or at each three-month interval if the interest period is longer than three months). Borrowings under the November 2017 Facility are collateralized by substantially all

of our assets. The November 2017 Facility requires us to comply with a maximum leverage ratio and a minimum liquidity requirement. Additionally, the November 2017 Facility contains customary affirmative and negative covenants, including covenants limiting our, and our subsidiaries', ability to, among other things, grant liens, incur debt, pay dividends or distributions on the capital stock, effect certain mergers, make investments, dispose of assets and enter into transactions with affiliates, in each case subject to customary exceptions for a credit facility of the size and type of the November 2017 Facility.

Operating Activities

For the year ended January 31, 2018, cash provided by operating activities was \$61.8 million, which includes a \$25.0 million release of the restricted cash used to guarantee a letter of credit for our Redwood City headquarters. The primary factors affecting our operating cash flows during this period were our net loss of \$155.0 million, partially offset by non-cash charges of \$97.5 million for stock-based compensation, \$40.1 million for depreciation and amortization of our property and equipment and intangible assets, \$21.5 million for amortization of deferred commissions, and net cash inflows of \$57.8 million provided by changes in our operating assets and liabilities. The primary drivers of the changes in operating assets and liabilities were a \$78.9 million increase in deferred revenue, a \$24.0 million decrease in prepaid expenses and other assets, a \$12.9 million increase in accrued expenses and other liabilities, \$6.9 million increase in accounts payable, and a \$3.2 million increase in deferred rent, partially offset by a \$42.0 million increase in accounts receivable, and a \$26.1 million increase in deferred commissions. The increase in deferred revenue was primarily due to the growth in the number of paying customers, strong attach rates of new products, renewals and expansion of our existing customers as they broadened their deployment of our services, and an enhanced developer access fee from one of our resellers. The increase in accrued expenses, other liabilities, and accounts payable was primarily attributable to timing of invoice payments. The increase in accounts receivable was due to higher sales and the relative timing of our cash collections between the two periods. The increase in deferred commissions was due to higher sales.

For the year ended January 31, 2017, cash used in operating activities was \$1.2 million. The primary factors affecting our operating cash flows during this period were our net loss of \$151.8 million, partially offset by non-cash charges of \$78.4 million for stock-based compensation, \$40.2 million for depreciation and amortization of our property and equipment and intangible assets, \$18.3 million for amortization of deferred commissions, and net cash inflows of \$13.7 million provided by changes in our operating assets and liabilities. The primary drivers of the changes in operating assets and liabilities were a \$55.6 million increase in deferred revenue, a \$5.9 million decrease in prepaid expenses and other assets, and a \$3.0 million increase in deferred rent, partially offset by a \$20.6 million increase in accounts receivable, a \$20.0 million increase in deferred commissions, a \$9.0 million decrease in accrued expenses and other liabilities, and a \$1.1 million decrease in accounts payable. The increase in deferred revenue was primarily due to the growth in the number of paying customers, increased renewals and expansion of our existing customers as they broadened their deployment of our services and an enhanced developer access fee from one of our resellers. The increase in deferred commissions was due to higher sales. The increase in accounts receivable was due to higher sales and the timing of our cash collections during the period.

For the year ended January 31, 2016, cash used in operating activities was \$66.3 million. The primary factors affecting our operating cash flows during this period were our net loss of \$202.9 million, partially offset by non-cash charges of \$59.5 million for stock-based compensation, \$40.4 million for depreciation and amortization of our property and equipment and intangible assets, \$15.8 million for amortization of deferred commissions, and net cash inflows of \$19.8 million provided by changes in our operating assets and liabilities. The primary drivers of the changes in operating assets and liabilities were a \$66.4 million increase in deferred revenue, a \$32.4 million increase in deferred rent, and a \$17.9 million increase in accrued expenses and other liabilities, partially offset by a \$45.4 million increase in accounts receivable, a \$25.7 million increase in prepaid expenses and other assets, and a \$21.7 million increase in deferred commissions. The increase in deferred revenue was primarily due to the growth in the number of paying customers and increased renewals and

expansion of our existing customers as they broadened their deployment of our services. The increase in deferred commissions was due to higher sales. The increase in accounts receivable was due to higher sales and the timing of our cash collections during the period.

Investing Activities

Cash used in investing activities of \$11.7 million for the year ended January 31, 2018 was primarily due to our facilities investments in Austin, London, and Tokyo.

Cash used in investing activities of \$7.6 million for the year ended January 31, 2017 was primarily due to \$15.0 million of capital expenditures primarily related to our new Redwood City headquarters during the first half of fiscal year 2017, partially offset by \$7.3 million of proceeds from sales and maturities of marketable securities.

Cash used in investing activities of \$80.9 million for the year ended January 31, 2016 was primarily due to \$112.5 million of purchases of marketable securities, \$72.9 million of capital expenditures, and \$0.3 million of payments for acquisitions and purchases of intangible assets, net of cash acquired, partially offset by \$104.8 million of proceeds from sales and maturities of marketable securities. For the year ended January 31, 2016, we experienced significantly higher capital expenditures in connection with building improvements incurred for our new Redwood City Headquarters which we moved into in November 2015.

Financing Activities

Cash used in financing activities of \$19.8 million for the year ended January 31, 2018 was primarily due to \$34.8 million of employee payroll taxes paid related to net share settlement of restricted stock units, \$16.1 million of payments of capital lease obligations, and \$1 million of acquisition-related contingent consideration, partially offset by \$17.5 million of proceeds from issuances of common stock under the 2015 ESPP and \$14.5 million of proceeds from exercise of stock options.

Cash provided by financing activities of \$0.5 million for the year ended January 31, 2017 was primarily due to \$15.7 million of proceeds from issuances of common stock under the 2015 ESPP and \$11.1 million of proceeds from exercise of stock options, partially offset by \$17.6 million of employee payroll taxes paid related to net share settlement of restricted stock units and \$8.7 million of payments of capital lease obligations.

Cash provided by financing activities of \$2.5 million for the year ended January 31, 2016 was primarily due to \$10.3 million proceeds from issuances of common stock under our 2015 ESPP and \$7.0 million proceeds from exercise of stock options, partially offset by \$10.4 million of employee payroll taxes paid related to net share settlement of restricted stock units, \$2.2 million of payments of offering costs related to our initial public offering, \$2.0 million of payments of capital lease obligations, and \$0.1 million net payment of borrowings.

Contractual Obligations and Commitments

The following summarizes our contractual obligations and commitments as of January 31, 2018:

	Total	Payments Due by Period (in thousands)			
		Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
Debt(1)	\$ 43,165	\$ 1,231	\$ 41,934	\$ —	\$ —
Operating lease obligations, net of sublease income amounts(2)	283,920	27,012	63,725	54,638	138,545
Capital leases(3)	47,442	19,748	24,475	3,219	—
Purchase obligations(4)	60,829	30,010	30,819	—	—
Total	<u>\$435,356</u>	<u>\$78,001</u>	<u>\$160,953</u>	<u>\$57,857</u>	<u>\$138,545</u>

- (1) Includes interest and unused commitment fee on our line of credit under the November 2017 Facility.
- (2) Includes operating lease obligations for our buildings. As of January 31, 2018, we anticipated receiving sublease income of \$14.5 million over the next four years from tenants in certain of our leased facilities. The amounts set forth in the table above are net of these sublease income amounts.
- (3) Includes obligations related to our datacenter hardware.
- (4) Purchase obligations relate primarily to datacenter operations and sales and marketing activities.

Off-Balance Sheet Arrangements

Through January 31, 2018, we did not have any relationships with unconsolidated organizations or financial partnerships, such as structured finance or special purpose entities that would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs and expenses, and related disclosures. On an ongoing basis, we evaluate our estimates and assumptions. Our actual results may differ from these estimates under different assumptions or conditions.

We believe that of our significant accounting policies, which are described in Note 2 to our consolidated financial statements, the following accounting policies involve a greater degree of judgment and complexity. Accordingly, these are the policies we believe are the most critical to aid in fully understanding and evaluating our consolidated financial condition and results of our operations.

Revenue Recognition

We derive our revenue from three sources: (1) subscription revenue, which is comprised of subscription fees from customers utilizing our cloud content management platform and other subscription-based services, which all include routine customer support; (2) revenue from customers purchasing our premier support package; and (3) revenue from professional services such as implementing best practice use cases, project management and implementation consulting services.

We recognize revenue when all of the following conditions are met:

- there is persuasive evidence of an arrangement;
- the amount of fees to be paid by the customer is fixed or determinable;
- the service has been provided to the customer; and
- the collection of fees is reasonably assured.

We typically invoice our customers at the beginning of the term, in multiyear, annual, quarterly or monthly installments. Our subscription and support contracts are typically non-cancellable and do not contain refund-type provisions. Revenue is presented net of sales and other taxes we collect on behalf of governmental authorities.

In instances where we collect fees in advance of service delivery, revenue under the contract is deferred until we successfully deliver such services.

Subscription revenue is recognized ratably over the period of the subscription beginning once all requirements for revenue recognition have been met, including provisioning the service so that it is available to

our customers. Premier support is sold together with the subscription services, and the term of the premier support is generally the same as the related subscription. Accordingly, we recognize premier support revenue in the same manner as the associated subscription. Professional services revenue is recognized as the services are rendered for time and material contracts, and using the proportional performance method over the period the services are performed for fixed price contracts.

We assess collectability based on a number of factors, such as past collection history and creditworthiness of the customer. If management determines collectability is not reasonably assured, we defer revenue recognition until collectability becomes reasonably assured.

Our arrangements can include multiple elements which may consist of some or all of subscription services, premier support and professional services. When multiple-element arrangements exist, we evaluate whether these individual deliverables should be accounted for as separate units of accounting or one single unit of accounting.

In order to treat deliverables in a multiple-element arrangement as separate units of accounting, the delivered item or items must have standalone value upon delivery. A delivered item has standalone value to the customer when either (1) any vendor sells that item separately or (2) the customer could resell that item on a standalone basis. Our subscription services have standalone value as such services are often sold separately. Our premier support services do not have standalone value because we and other vendors do not sell premier support services separately. Our professional services have standalone value because there are other vendors which sell the same professional services separately. For new services, we assess standalone value consistently with the foregoing policy. Accordingly, we consider the separate units of accounting in our multiple deliverable arrangements to be the professional services, subscription services or a combined deliverable comprised of subscription services and premier support services. When multiple deliverables included in an arrangement are separable into different units of accounting, the arrangement consideration is allocated to the identified separate units of accounting based on their relative selling price. Multiple-element arrangement accounting guidance provides a hierarchy to use when determining the relative selling price for each unit of accounting. Vendor-specific objective evidence (VSOE) of selling price, based on the price at which the item is regularly sold by the vendor on a standalone basis, should be used if it exists. If VSOE of selling price is not available, third-party evidence (TPE) of selling price is used to establish the selling price if it exists. We have not established VSOE for our subscription services, premier support or professional services due to lack of pricing consistency, the introduction of new services and other factors. We have also concluded that third-party evidence of selling price is not a practical alternative due to differences in our service offerings compared to other parties and the availability of relevant third-party pricing information. Accordingly, we use our best estimate of selling price (BESP) to determine the relative selling price for our subscription, premier support and professional services offerings. For arrangements with multiple deliverables which can be separated into different units of accounting, we allocate the arrangement fee to the separate units of accounting based on our BESP. The amount of arrangement fee allocated is limited by contingent revenue, if any.

We determined BESP by considering our overall pricing objectives and market conditions. Significant pricing practices taken into consideration for our subscription services, which may also include premier support, and professional services, include discounting practices, the size and volume of our transactions, the customer demographic, the geographic area where services are sold, price lists, our go-to-market strategy, historical standalone sales and contract prices. The determination of BESP is made through consultation with and approval by our management, taking into consideration the go-to-market strategy. As our go-to-market strategies evolve, we may modify our pricing practices in the future, which could result in changes in relative selling prices.

Deferred Commissions

Deferred commissions consist of direct incremental costs paid to our sales force associated with non-cancellable terms of the related contracts. The deferred commission amounts are recoverable through future revenue streams under the non-cancellable customer contracts. Direct sales commissions are deferred when

earned and amortized over the same period that revenue is recognized for the related non-cancellable subscription period. Amortization of deferred commissions is included in sales and marketing expense in the consolidated statements of operations.

Deferred Revenue

Deferred revenue consists of billings and payments received in advance of revenue recognition generated by our subscription services, premier customer support and professional services described above. For these services, we typically invoice our customers at the beginning of the term, in multiyear, annual, quarterly or monthly installments. Accordingly, the deferred revenue balance does not represent the total contract value of annual or multiyear, non-cancellable subscription contracts.

Stock-Based Compensation

We measure and recognize compensation expense for all stock-based awards granted to our employees and other service providers, including stock options, restricted stock units, restricted stock and purchase rights granted under our 2015 Equity Incentive Plan (2015 Plan) and 2015 Employee Stock Purchase Plan (2015 ESPP), based on the estimated fair value of the award on the grant date. We use the Black-Scholes option pricing model to estimate the fair value of stock option awards and purchase rights granted under our 2015 Plan and 2015 ESPP. We use the market closing price of our Class A common stock as reported on the New York Stock Exchange for the fair value of restricted stock units and restricted stock granted after our initial public offering. We recognize the fair value of stock options, restricted stock units and restricted stock as an expense, net of estimated forfeitures, on a straight-line basis over the requisite service period. We recognize the fair value of purchase rights granted under our 2015 ESPP as an expense on a straight-line basis over the offering period.

Our option pricing model requires the input of certain assumptions, including the fair value of the underlying common stock, the expected term of the option, the expected volatility of the price of our common stock, risk-free interest rates, and the expected dividend yield of our common stock. The assumptions used in our option pricing model represent management's best estimates. These estimates involve inherent uncertainties and the application of management's judgment. If factors change and different assumptions are used, our stock-based compensation expense could be materially different in the future.

These assumptions are estimated as follows:

- *Fair Value of Common Stock.* We use the market closing price for our Class A common stock as reported on the New York Stock Exchange to determine the fair value of our common stock at each grant date.
- *Expected Term.* The expected term represents the period that our share-based awards are expected to be outstanding. The expected term assumptions were determined based on the vesting terms, exercise terms and contractual lives of the options and 2015 ESPP purchase rights.
- *Expected Volatility.* Since we do not have sufficient trading history of our common stock to estimate the expected volatility of the stock option grants, we determine the expected volatility of the stock option grants based on the historical stock volatilities of several unrelated public companies within the same industry that we consider to be comparable to our business over a period equivalent to the expected term of the stock option grants. We estimated the expected volatility of 2015 ESPP purchase rights based on the historical volatility of our common stock.
- *Risk-free Interest Rate.* The risk-free rate that we use is based on the implied yield available on U.S. Treasury zero-coupon issues with remaining terms similar to the expected term on the options and 2015 ESPP purchase rights.
- *Dividend Yield.* We have never declared or paid any cash dividends and do not plan to pay cash dividends in the foreseeable future, and, therefore, use an expected dividend yield of zero.

The following table summarizes the assumptions relating to our stock options and ESPP purchase rights, as follows:

	Year Ended January 31,		
	2018	2017	2016
Employee Stock Options			
Expected term (in years)	5.5 – 6.1	5.5 – 6.0	5.5 – 6.1
Risk-free interest rate	1.8% – 2.1%	1.3% – 2.0%	1.5% – 1.9%
Volatility	38% – 40%	40% – 43%	42% – 44%
Dividend yield	0%	0%	0%
Employee Stock Purchase Plan			
Expected term (in years)	0.5 – 2.0	0.5 – 2.0	0.5 – 2.0
Risk-free interest rate	0.9% – 1.4%	0.5% – 0.9%	0.2% – 0.8%
Volatility	28% – 43%	39% – 60%	33% – 41%
Dividend yield	0%	0%	0%

In addition, we estimate the expected forfeiture rate and only recognize expense for those shares that are expected to vest. We estimate the expected forfeiture rate at the date of grant based on historical experience and our expectations regarding future pre-vesting termination behavior of employees and other service providers and revise the estimates, if necessary, in subsequent periods if actual forfeitures differ from those estimates. To the extent our actual forfeiture rate is different from our estimate, stock-based compensation expense is adjusted accordingly.

We will continue to use judgment in evaluating the assumptions related to our stock-based compensation on a prospective basis. As we continue to accumulate additional data related to our common stock, we may have refinements to our estimates, which could materially impact our future stock-based compensation expense.

Business Combinations

We allocate the fair value of purchase consideration to the tangible assets acquired, liabilities assumed and intangible assets acquired based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. Such valuations require management to make significant estimates and assumptions, especially with respect to intangible assets. Significant estimates in valuing certain intangible assets include, but are not limited to, future expected cash flows from acquired users, acquired technology, and trade names from a market participant perspective, useful lives and discount rates. Management’s estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. During the measurement period, which is one year from the acquisition date, we may record adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. Upon the conclusion of the measurement period, any subsequent adjustments are recorded to earnings.

Long-Lived Assets, Including Goodwill and Other Acquired Intangible Assets

We evaluate the recoverability of property and equipment for possible impairment whenever events or circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of these assets is measured by a comparison of the carrying amounts to the future undiscounted cash flows the assets are expected to generate. If such review indicates that the carrying amount of property and equipment and intangible assets is not recoverable, the carrying amount of such assets is reduced to fair value. We have not recorded any significant impairment charge during the years presented.

We review goodwill for impairment at least annually or more frequently if events or changes in circumstances indicate that the carrying value of goodwill may not be recoverable. We have elected to first assess

the qualitative factors to determine whether it is more likely than not that the fair value of our single reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the quantitative goodwill impairment test. If we determine that it is more likely than not that its fair value is less than its carrying amount, then the quantitative goodwill impairment test will be performed. The quantitative goodwill impairment test identifies goodwill impairment and measures the amount of goodwill impairment loss to be recognized by comparing the fair value of our single reporting unit with its carrying amount. If the carrying amount exceeds its fair value, no further analysis is required; otherwise, any excess of the goodwill carrying amount over the implied fair value is recognized as an impairment loss, and the carrying value of goodwill is written down to fair value. No impairment of goodwill has been identified during the years presented.

Acquired finite-lived intangible assets are typically amortized over the estimated useful lives of the assets, which is generally two to seven years. We evaluate the recoverability of our intangible assets for possible impairment whenever events or circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of these assets is measured by a comparison of the carrying amounts to the future undiscounted cash flows the assets are expected to generate. If such review indicates that the carrying amount of intangible assets is not recoverable, the carrying amount of such assets is reduced to fair value. We have not recorded any such impairment charge during the years presented.

Legal Contingencies

From time to time, we are a party of litigation and subject to claims that arise in the ordinary course of business. We investigate these claims as they arise, and accrue estimates for resolution of legal and other contingencies when losses are probable and estimable. Because the results of litigation and claims cannot be predicted with certainty, we base our loss accruals on the best information available at the time. As additional information becomes available, we reassess our potential liability and may revise our estimates. Such revisions could have a material impact on future quarterly or annual results of operations.

Recently Adopted Accounting Pronouncements in Fiscal Year 2018

In January 2017, FASB issued ASU 2017-04, *Intangibles-Goodwill and Other: Simplifying the Test for Goodwill Impairment*. ASU 2017-04 simplifies the accounting for goodwill impairment by removing Step 2 of the goodwill impairment test. Under current guidance, Step 2 of the goodwill impairment test requires entities to calculate the implied fair value of goodwill in the same manner as the amount of goodwill recognized in a business combination by assigning the fair value of a reporting unit to all of the assets and liabilities of the reporting unit. The carrying value in excess of the implied fair value is recognized as goodwill impairment. Under the new standard, goodwill impairment is recognized based on Step 1 of the current guidance, which calculates the carrying value in excess of the reporting unit's fair value. The new standard is effective for us beginning February 1, 2020, with early adoption permitted.

We elected to early adopt ASU 2107-04 during the second quarter of fiscal year 2018. The adoption of this ASU had no impact on our consolidated financial statements. We expect that adoption of this ASU will simplify the evaluation and recording of goodwill impairment charges, if any.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payment*. ASU 2016-15 provides guidance on the classification of eight cash flow issues in order to reduce diversity in practice. As required by ASU 2016-15, contingent consideration payments made soon after a business combination should be classified as cash outflows for investing activities. Payments made thereafter should be classified as cash outflows for financing activities up to the amount of the original contingent consideration liability. Payments made in excess of the amount of the original contingent consideration liability should be classified as cash outflows for operating activities. The new standard is effective for us beginning February 1, 2018, with early adoption permitted.

We elected to early adopt ASU 2016-15 during the second quarter of fiscal year 2018. The new standard requires application using a retrospective transition method. We have evaluated the impact on a quantitative and qualitative basis and concluded it was not material to any of our prior periods presented.

In April 2016, the FASB issued ASU 2016-09, *Compensation- Stock Compensation: Improvements to Employee Share-Based Payment Accounting*. ASU 2016-09 changes the accounting for certain aspects of share-based payments to employees. The new guidance requires excess tax benefits and tax deficiencies to be recorded in the income statement. In addition, cash flows related to excess tax benefits will be presented as an operating activity on the cash flow statement. The standard also allows entities to repurchase more of an employee's shares for tax withholding purposes without triggering liability accounting, clarifies that all cash payments made on an employee's behalf for withheld shares should be presented as a financing activity on the cash flow statement, and provides an accounting policy election to account for forfeitures as they occur.

We adopted ASU 2016-09 during the first quarter of fiscal year 2018. As required by the standard, excess tax benefits recognized on stock-based compensation expense were prospectively reflected in our consolidated statements of income as a component of the provision for income taxes rather than on the consolidated balance sheet as a paid-in capital. Included in our net operating loss and research and development tax credit carryforwards as of January 31, 2018 are approximately \$25.1 million of excess tax benefits from employee stock option exercises, for which we have not realized a deferred tax asset since it is fully offset by a valuation allowance, resulting in no impact to our consolidated financial statements including any cumulative effect to accumulated deficit from previously unrecognized excess tax benefits. Our policy has been to classify cash flows related to excess tax benefits as part of operating activities and cash payments made on employee's behalf for withheld shares as part of financing activities, and thus, the adoption of this standard had no effect on our consolidated statements of cash flows. Further, we did not elect an accounting policy change to record forfeitures as they occur and thus will continue to estimate the number of forfeitures expected to occur. Other amendments in the guidance did not impact our consolidated financial statements.

Recently Issued Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09 and its related amendments regarding ASC Topic 606, *Revenue from Contracts with Customers*. The standard provides principles for recognizing revenue for the transfer of promised goods or services to customers with the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard also provides guidance on the recognition of incremental costs related to obtaining customer contracts. The standard will be effective for us beginning February 1, 2018. The guidance permits two methods of adoption: retrospectively to each prior reporting period presented (full retrospective method), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (modified retrospective method). This approach will be applied to contracts that are not completed as of February 1, 2018 and their corresponding incremental costs of obtaining a contract, which will result in a cumulative effect adjustment.

The adoption of this ASU will primarily impact our capitalization and amortization of incremental costs of obtaining a contract, the timing of our revenue recognition for certain sales contracts, and disclosures. The quantitative ranges provided below are estimates of the expected effects of our adoption of ASC Topic 606. These ranges represent management's best estimates of the effects of adopting ASC Topic 606 at the time of the preparation of this Annual Report on Form 10-K. The actual impact of ASC Topic 606 is subject to change from these estimates and such change may be significant, pending remaining final steps in the completion of our assessment.

Costs to Obtain a Contract

Under ASC Topic 606, we will capitalize costs based on the definition of incremental costs of obtaining a contract and commence amortization upon the transfer of services to the customer. Such costs will be amortized

over a longer period than we had previously amortized in order to align to an estimated expected benefit period under ASC Topic 606 of five years. We expect the new commissions policy will have a material impact on our opening balance sheet as of February 1, 2018, resulting in a decrease of the accumulated deficit by approximately \$28 million to \$30 million and a corresponding increase to deferred commissions.

Revenue Recognition

There will be a change in the timing of revenue recognition for certain sales contracts due primarily to the removal of the current limitation on contingent revenue. The new revenue recognition policy will have a material impact on our opening balance sheet as of February 1, 2018 resulting in a decrease to accumulated deficit of \$9 million to \$11 million with a corresponding decrease to deferred revenue of approximately \$9 million to \$11 million and a corresponding increase to contract asset by less than \$1 million.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows: Restricted Cash*. ASU 2016-18 requires entities to show the changes in cash, cash equivalents, and restricted cash in the statement of cash flows. Entities will no longer present transfers between cash and cash equivalents and restricted cash in the statement of cash flows. As of January 31, 2018 and January 31, 2017, we had \$0.4 million and \$26.8 million in restricted cash, respectively. Restricted cash consists of certificates of deposits related to our leases. The new standard is effective for us beginning February 1, 2018. The new standard should be applied using a retrospective transition method to each period presented. The adoption of ASU 2016-18 will have a material impact on our consolidated statement of cash flows and related disclosures.

In February 2016, the FASB issued ASU 2016-02, *Leases*. ASU 2016-02 requires lessees to record most leases on their balance sheet while recognizing expense in a manner similar to current lease accounting guidance. The new accounting guidance is effective for us beginning February 1, 2019, with early adoption permitted. The new standard should be applied using a modified retrospective approach. We are currently evaluating the impact of the provisions of this new standard on our consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments—Credit Losses*. ASU 2016-13 replaces the incurred loss impairment methodology in current U.S. GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. For trade receivables, loans, and other financial instruments, we will be required to use a forward-looking expected loss model rather than the incurred loss model for recognizing credit losses which reflects losses that are probable. The new standard is effective for us beginning February 1, 2020, with early adoption permitted. Application of the amendments is through a cumulative-effect adjustment to retained earnings as of the effective date. We are currently evaluating the impact of the provisions of this new standard on our consolidated financial statements.

Non-GAAP Financial Measures

Regulation S-K Item 10(e), “Use of Non-GAAP Financial Measures in Commission Filings,” defines and prescribes the conditions for use of non-GAAP financial information. Our measures of non-GAAP operating loss, non-GAAP operating margin, non-GAAP net loss, non-GAAP net loss per share, and free cash flow (collectively, the non-GAAP financial measures) each meet the definition of a non-GAAP financial measure.

We use these non-GAAP financial measures and our key metrics for financial and operational decision-making and as a means to evaluate period-to-period comparisons. We believe that these non-GAAP financial measures and key metrics provide meaningful supplemental information regarding our performance by excluding certain expenses that may not be indicative of our recurring core business operating results. We believe that both management and investors benefit from referring to these non-GAAP financial measures and key metrics in assessing our performance and when planning, forecasting, and analyzing future periods. These non-GAAP financial measures and key metrics also facilitate management’s internal comparisons to our historical

performance as well as comparisons to our competitors' operating results. We believe these non-GAAP financial measures and key metrics are useful to investors both because (1) they allow for greater transparency with respect to key metrics used by management in its financial and operational decision-making and (2) they are used by our institutional investors and the analyst community to help them analyze the health of our business.

Non-GAAP operating loss and non-GAAP operating margin

We define non-GAAP operating loss as operating loss excluding expenses related to stock-based compensation, intangible assets amortization, and as applicable, other special items. We specifically identify other adjusting items in our reconciliation of GAAP to Non-GAAP operating loss. Non-GAAP operating margin is defined as non-GAAP operating loss divided by revenue. Similarly, the same adjusting items specified in our reconciliation of GAAP to Non-GAAP operating loss are also excluded from the calculation of non-GAAP operating margins. Although stock-based compensation is an important aspect of the compensation of Box's employees and executives, determining the fair value of certain of the stock-based instruments we utilize involves a high degree of judgment and estimation and the expense recorded may bear little resemblance to the actual value realized upon the vesting or future exercise of the related stock-based awards. Furthermore, unlike cash compensation, the value of stock options, which is an element of our ongoing stock-based compensation expense, is determined using a complex formula that incorporates factors, such as market volatility, that are beyond our control. For restricted share unit awards, the amount of stock-based compensation expenses is not reflective of the value ultimately received by the grant recipients. Management believes it is useful to exclude stock-based compensation in order to better understand the long-term performance of our core business and to facilitate comparison of our results to those of peer companies. Management also views amortization of acquisition-related intangible assets, such as the amortization of the cost associated with an acquired company's research and development efforts, trade names and customer relationships, as items arising from pre-acquisition activities determined at the time of an acquisition. While these intangible assets are continually evaluated for impairment, amortization of the cost of acquired intangible assets is a static expense, one that is not typically affected by operations during any particular period. We further exclude legal settlement and related costs because they are considered by management to be special items outside our core operating results.

Non-GAAP net loss and net loss per share

We define non-GAAP net loss as net loss excluding expenses related to stock-based compensation, intangible assets amortization and as applicable, other special items. We specifically identify other adjusting items in our reconciliation of GAAP to non-GAAP net loss. These items include expenses related to certain litigation because they are considered by management to be special items outside our core operating results. We define non-GAAP net loss per share as non-GAAP net loss divided by the weighted average outstanding shares. Similarly, the same adjusting items specified in our reconciliation of GAAP to Non-GAAP net loss are also excluded from the calculation of non-GAAP net loss per share.

Free Cash Flow

We define free cash flow as cash from operating activities less purchases of property and equipment, principal payments of capital lease obligations, and other items that did not or are not expected to require cash settlement and that management considers to be outside of our core business. We specifically identify other adjusting items in our reconciliation of GAAP to non-GAAP financial measures. These adjusting items such as the use and release of restricted cash to guarantee a significant letter of credit for our Redwood City headquarters are excluded from our free cash flow. We consider free cash flow to be a profitability and liquidity measure that provides useful information to management and investors about the amount of cash generated by the business that can possibly be used for investing in our business and strengthening the balance sheet, but it is not intended to represent the residual cash flow available for discretionary expenditures. A reconciliation of free cash flow to cash provided by (used in) operating activities, its nearest GAAP equivalent, is presented below. The presentation of free cash flow is also not meant to be considered in isolation or as an alternative to cash flows from operating activities as a measure of liquidity.

Limitations on the use of non-GAAP financial measures

A limitation of our non-GAAP financial measures is that they do not have uniform definitions. Our definitions will likely differ from the definitions used by other companies, including peer companies, and therefore comparability may be limited. Thus, our non-GAAP financial measures should be considered in addition to, not as a substitute for, or in isolation from, measures prepared in accordance with GAAP. Additionally, in the case of stock-based compensation expense, if we did not pay a portion of compensation in the form of stock-based compensation expense, the cash salary expense included in costs of revenue and operating expenses would be higher which would affect our cash position.

We compensate for these limitations by reconciling non-GAAP financial measures to the most comparable GAAP financial measures. We encourage investors and others to review our financial information in its entirety, not to rely on any single financial measure and to view our non-GAAP financial measures in conjunction with the most comparable GAAP financial measures.

Our reconciliation of the non-GAAP financial measures for years ended January 31, 2018, 2017 and 2016 are as follows (in thousands, except per share data and percentages):

	Year Ended January 31,		
	2018	2017	2016
GAAP operating loss	\$(154,021)	\$(150,655)	\$(201,003)
Stock-based compensation	97,485	78,371	59,504
Intangible assets amortization	519	3,352	5,597
Expenses related to a legal verdict(1)	—	(1,664)	1,586
Non-GAAP operating loss	<u>\$ (56,017)</u>	<u>\$ (70,595)</u>	<u>\$(134,316)</u>
GAAP operating margin	(30)%	(38)%	(66)%
Stock-based compensation	19	19	20
Intangible assets amortization	—	1	1
Expenses related to a legal verdict(1)	—	—	1
Non-GAAP operating margin	<u>(11)%</u>	<u>(18)%</u>	<u>(44)%</u>
GAAP net loss	\$(154,960)	\$(151,787)	\$(202,948)
Stock-based compensation	97,485	78,372	59,504
Intangible assets amortization	519	3,352	5,597
Expenses related to a legal verdict(1)	—	(1,664)	1,586
Non-GAAP net loss	<u>\$ (56,956)</u>	<u>\$ (71,727)</u>	<u>\$(136,261)</u>
GAAP net loss per share, basic and diluted	\$ (1.16)	\$ (1.19)	\$ (1.67)
Stock-based compensation	0.73	0.61	0.49
Intangible assets amortization	—	0.03	0.05
Expenses related to a legal verdict(1)	—	(0.01)	0.01
Non-GAAP net loss per share, basic and diluted	<u>\$ (0.43)</u>	<u>\$ (0.56)</u>	<u>\$ (1.12)</u>
Weighted-average shares outstanding, basic and diluted	<u>133,932</u>	<u>127,469</u>	<u>121,240</u>
GAAP net cash provided by (used in) operating activities	\$ 61,822	\$ (1,218)	\$ (66,321)
Changes of restricted cash used to guarantee a letter of credit for our Redwood City headquarters	(25,000)	—	25,000
Purchases of property and equipment	(11,822)	(14,956)	(72,939)
Payments of capital lease obligations	(16,052)	(8,675)	(2,036)
Free cash flow	<u>\$ 8,948</u>	<u>\$ (24,849)</u>	<u>\$(116,296)</u>
Net cash used in investing activities	<u>\$ (11,715)</u>	<u>\$ (7,572)</u>	<u>\$ (80,861)</u>
Net cash (used in) provided by financing activities	<u>\$ (19,830)</u>	<u>\$ 479</u>	<u>\$ 2,513</u>

(1) Included in general and administrative expenses in the consolidated statements of operations.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

We had cash, cash equivalents and restricted cash of \$208.4 million as of January 31, 2018. Our cash, cash equivalents and restricted cash primarily consist of overnight deposits and certificates of deposits. All restricted cash is recorded at its estimated fair value. We do not expect our operating results or cash flows to be materially affected by a sudden change in market interest rates and we do not enter into investments for trading or speculative purposes.

In December 2015, we entered into the December 2015 Facility, a revolving credit facility in the amount of up to \$40.0 million, which was originally scheduled to mature in December 2017. The December 2015 Facility was denominated in U.S. dollars and, depending on certain conditions, each borrowing was subject to a floating interest rate equal to either the prime rate plus a spread of 0.25% to 2.75% or a reserve adjusted LIBOR rate (based on one, three or six-month interest periods) plus a spread of 1.25% to 3.75%. Although no minimum deposit was required for the December 2015 Facility, we were eligible for the lowest interest rate if we maintained at least \$40.0 million in deposits with the lender. In February 2017, we amended the December 2015 Facility to extend the maturity date to December 2018.

On November 27, 2017, we terminated the December 2015 Facility and entered into the November 2017 Facility. The revolving loans accrue interest at a prime rate plus a margin of 0.25% or, at our option, a LIBOR rate (based on one, three or six-month interest periods) plus a margin of 1.00%.

Interest rate risk also reflects our exposure to movements in interest rates associated with the November 2017 Facility. As of January 31, 2018, we had total debt outstanding with a carrying amount of \$40.0 million which approximates fair value. A hypothetical 10% increase or decrease in interest rates after January 31, 2018 under the November 2017 Facility would not have a material impact on the fair value of our outstanding debt.

Foreign Currency Risk

Our sales contracts are denominated predominantly in U.S. dollars. We support sales contracts denominated in 16 foreign currencies and consequently, our customer billings denominated in foreign currencies are subject to foreign currency exchange risk. 11 of the 16 currencies are only offered at this time through our online sales experience and are required to be settled by credit cards; accordingly, our foreign currency exposure on these transactions is limited only to ordinary credit card settlement timeframes. A portion of our operating expenses are incurred outside the United States and are denominated in foreign currencies, which are also subject to fluctuations due to changes in foreign currency exchange rates. Additionally, fluctuations in foreign currency exchange rates may cause us to recognize transaction gains and losses in our statement of operations. To date we have managed our foreign currency risk by maintaining offsetting assets and liabilities and minimizing non-USD cash balances, and have not entered into derivatives or hedging transactions as our exposure to foreign currency exchange rates has not been material to our historical operating results; however, we may do so in the future if our exposure to foreign currency should become more significant. There were no significant foreign exchange gains or losses for all periods presented.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

BOX, INC.

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Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors of Box, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Box, Inc. (the Company) as of January 31, 2018 and 2017, and the related consolidated statements of operations, comprehensive loss, and stockholder's equity and cash flows for each of the three years in the period ended January 31, 2018, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at January 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended January 31, 2018, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of January 31, 2018, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated March 22, 2018 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2012.
San Francisco, California

March 22, 2018

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors of Box, Inc.

Opinion on Internal Control over Financial Reporting

We have audited Box, Inc.'s internal control over financial reporting as of January 31, 2018, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Box, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of January 31, 2018, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of Box, Inc. as of January 31, 2018 and 2017, and the related consolidated statements of operations, comprehensive loss, and stockholder's equity and cash flows for each of the three years in the period ended January 31, 2018, and the related notes and our report dated March 22, 2018 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

San Francisco, California

March 22, 2018

BOX, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands, except per share data)

	January 31,	
	2018	2017
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 208,076	\$ 177,391
Accounts receivable, net of allowance of \$1,856 and \$3,346	162,133	120,113
Prepaid expenses and other current assets	11,391	10,826
Deferred commissions	17,589	13,771
Total current assets	399,189	322,101
Property and equipment, net	123,977	117,176
Intangible assets, net	24	543
Goodwill	16,293	16,293
Restricted cash	350	26,781
Other long-term assets	13,733	10,780
Total assets	\$ 553,566	\$ 493,674
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 17,036	\$ 6,658
Accrued compensation and benefits	37,707	30,415
Accrued expenses and other current liabilities	26,198	17,713
Capital lease obligations	18,844	13,748
Deferred revenue	291,902	228,656
Deferred rent	2,280	751
Total current liabilities	393,967	297,941
Debt, non-current	40,000	40,000
Capital lease obligations, non-current	26,980	21,697
Deferred revenue, non-current	29,021	13,328
Deferred rent, non-current	45,882	44,207
Other long-term liabilities	2,748	1,769
Total liabilities	538,598	418,942
Commitments and contingencies (Note 7)		
Stockholders' equity:		
Preferred stock, par value \$0.0001 per share; 100,000 shares authorized, no shares issued and outstanding as of January 31, 2018 and January 31, 2017, respectively	—	—
Class A common stock, par value \$0.0001 per share; 1,000,000 shares authorized, 125,933 shares issued and outstanding as of January 31, 2018; 1,000,000 shares authorized, 67,831 shares issued and outstanding as of January 31, 2017	7	7
Class B common stock, par value \$0.0001 per share; 200,000 shares authorized, 11,384 shares issued and outstanding as of January 31, 2018; 200,000 shares authorized, 62,780 shares issued and outstanding as of January 31, 2017	6	6
Additional paid-in capital	1,054,932	960,144
Treasury stock	(1,177)	(1,177)
Accumulated other comprehensive income (loss)	288	(120)
Accumulated deficit	(1,039,088)	(884,128)
Total stockholders' equity	14,968	74,732
Total liabilities and stockholders' equity	\$ 553,566	\$ 493,674

See notes to consolidated financial statements

BOX, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Year Ended January 31,		
	2018	2017	2016
Revenue	\$ 506,142	\$ 398,605	\$ 302,704
Cost of revenue	135,248	112,130	87,100
Gross profit	370,894	286,475	215,604
Operating expenses:			
Research and development	136,791	115,928	102,500
Sales and marketing	303,319	253,020	242,184
General and administrative	84,805	68,182	71,923
Total operating expenses	524,915	437,130	416,607
Loss from operations	(154,021)	(150,655)	(201,003)
Interest expense, net	(1,013)	(896)	(1,157)
Other income (expense), net	789	678	(98)
Loss before provision for income taxes	(154,245)	(150,873)	(202,258)
Provision for income taxes	715	914	690
Net loss attributable to common stockholders	\$(154,960)	\$(151,787)	\$(202,948)
Net loss per common share, basic and diluted	\$ (1.16)	\$ (1.19)	\$ (1.67)
Weighted-average shares used to compute net loss per share, basic and diluted	133,932	127,469	121,240

See notes to consolidated financial statements

BOX, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(In thousands)

	Year Ended January 31,		
	2018	2017	2016
Net loss	\$(154,960)	\$(151,787)	\$(202,948)
Other comprehensive income (loss)*:			
Changes in foreign currency translation adjustment	408	(37)	(26)
Net change in unrealized gain (loss) on available-for-sale investments	—	2	(2)
Other comprehensive income (loss)*:	408	(36)	(28)
Comprehensive loss**	\$(154,552)	\$(151,823)	\$(202,976)

* Tax effect was not material

** Due to rounding, numbers presented may not add up precisely to totals provided.

See notes to consolidated financial statements

BOX, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)

	Class A and Class B Common Stock		Additional Paid-In Capital	Treasury Stock	Accumulated Other Comprehensive (loss) income	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount					
Balance as of January 31, 2015	119,655	12	798,743	(1,177)	(56)	(529,393)	268,129
Issuance of common stock upon stock option exercises	2,197	—	7,164	—	—	—	7,164
Issuance of common stock in connection with fiscal 2016 acquisitions	344	—	6,108	—	—	—	6,108
Stock-based compensation related to stock awards	—	—	59,504	—	—	—	59,504
Vesting of restricted stock units and restricted stock awards, net of shares withheld for employee payroll taxes	1,016	—	—	—	—	—	—
Employee payroll taxes withheld related to vesting of restricted stock units and restricted stock awards	—	—	(10,436)	—	—	—	(10,436)
Restricted stock awards granted to non-employees	11	—	—	—	—	—	—
Restricted stock awards forfeited due to termination	(13)	—	—	—	—	—	—
Vesting of shares subject to repurchase	(24)	—	126	—	—	—	126
Repurchase of shares	935	—	10,282	—	—	—	10,282
Common stock issued under employee stock purchase plan	—	—	—	—	(28)	—	(28)
Other comprehensive loss	—	—	—	—	—	(202,948)	(202,948)
Net loss	—	—	—	—	—	(732,341)	(732,341)
Balance as of January 31, 2016	124,121	12	871,491	(1,177)	(84)	—	137,901
Issuance of common stock upon stock option exercises	2,908	1	11,086	—	—	—	11,087
Issuance of common stock in connection with fiscal 2017 acquisitions	71	—	1,011	—	—	—	1,011
Stock-based compensation related to stock awards	8	—	—	—	—	—	—
Vesting of restricted stock units and restricted stock awards, net of shares withheld for employee payroll taxes	1,987	—	78,372	—	—	—	78,372
Employee payroll taxes withheld related to vesting of restricted stock units and restricted stock awards	—	—	(17,552)	—	—	—	(17,552)
Common stock issued to non-employees for services rendered	8	—	—	—	—	—	—
Vesting of shares subject to repurchase	—	—	10	—	—	—	10
Common stock issued under employee stock purchase plan	1,508	—	15,726	—	—	—	15,726
Other comprehensive loss	—	—	—	—	(36)	—	(36)
Net loss	—	—	—	—	—	(151,787)	(151,787)
Balance as of January 31, 2017	130,611	13	960,144	(1,177)	(120)	(884,128)	74,732

	Class A and Class B Common Stock		Additional Paid-In Capital	Treasury Stock	Accumulated Other Comprehensive (loss) income	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount					
Issuance of common stock upon stock option exercises	2,099	—	14,558	—	—	—	14,558
Stock-based compensation related to stock awards	—	—	97,485	—	—	—	97,485
Vesting of restricted stock units and restricted stock awards, net of shares withheld for employee payroll taxes	3,008	—	—	—	—	—	—
Employee payroll taxes withheld related to vesting of restricted stock units and restricted stock awards	—	—	(34,776)	—	—	—	(34,776)
Common stock issued under employee stock purchase plan	1,599	—	17,521	—	—	—	17,521
Other comprehensive income	—	—	—	—	408	—	408
Net loss	—	—	—	—	—	(154,960)	(154,960)
Balance as of January 31, 2018	137,317	\$ 13	\$1,054,932	\$(1,177)	\$ 288	\$(1,039,088)	\$ 14,968

See notes to consolidated financial statements

BOX, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended January 31,		
	2018	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	\$(154,960)	\$(151,787)	\$(202,948)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Depreciation and amortization	40,112	40,154	40,394
Stock-based compensation expense	97,485	78,372	59,504
Amortization of deferred commissions	21,476	18,260	15,816
Other	(101)	114	1,089
Changes in operating assets and liabilities, net of effects of acquisitions:			
Accounts receivable, net	(42,020)	(20,571)	(45,368)
Deferred commissions	(26,133)	(20,047)	(21,725)
Prepaid expenses, restricted cash and other assets, current and noncurrent	23,990	5,858	(25,717)
Accounts payable	6,900	(1,093)	(4,022)
Accrued expenses and other liabilities	12,930	(9,035)	17,943
Deferred rent	3,204	2,986	32,357
Deferred revenue	78,939	55,571	66,356
Net cash provided by (used in) operating activities	61,822	(1,218)	(66,321)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchases of marketable securities	—	—	(112,521)
Sales of marketable securities	—	240	78,427
Maturities of marketable securities	—	7,057	26,370
Purchases of property and equipment	(11,822)	(14,956)	(72,939)
Proceeds from sale of property and equipment	107	87	73
Acquisitions and purchases of intangible assets, net of cash acquired	—	—	(271)
Net cash used in investing activities	(11,715)	(7,572)	(80,861)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from initial public offering, net of offering costs	—	—	(2,172)
Proceeds from borrowings, net of borrowing costs	39,930	(106)	39,860
Principal payments on borrowings	(40,000)	—	(40,000)
Proceeds from exercise of stock options, net of repurchases of early exercised stock options	14,538	11,086	7,015
Proceeds from issuances of common stock under employee stock purchase plan	17,521	15,726	10,282
Employee payroll taxes paid related to net share settlement of restricted stock units	(34,776)	(17,552)	(10,436)
Payments of capital lease obligations	(16,052)	(8,675)	(2,036)
Acquisition related contingent consideration	(991)	—	—
Net cash (used in) provided by financing activities	(19,830)	479	2,513
Effect of exchange rate changes on cash and cash equivalents	408	(39)	(26)
Net increase (decrease) in cash and cash equivalents	30,685	(8,350)	(144,695)
Cash and cash equivalents, beginning of period	177,391	185,741	330,436
Cash and cash equivalents, end of period	\$ 208,076	\$ 177,391	\$ 185,741
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:			
Cash paid for interest, net of amounts capitalized	\$ 1,936	\$ 1,235	\$ 1,183
Cash paid for income taxes, net of tax refunds	1,259	239	832
SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES:			
Change in accrued equipment purchases	4,983	(14,781)	10,766
Purchases of property and equipment under capital lease	26,431	31,849	13,138
Change in unpaid tax related to capital lease	753	1,521	—
Issuance of common stock in connection with acquisitions and purchases of intangible assets	—	1,011	6,108
Vesting of early exercised stock options and restricted stock	—	10	127
Change in unpaid deferred offering costs	—	—	(2,172)

See notes to consolidated financial statements

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Description of Business and Basis of Presentation

Description of Business

We were incorporated in the state of Washington in April 2005, and were reincorporated in the state of Delaware in March 2008. We changed our name from Box.Net, Inc. to Box, Inc. in November 2011. Box provides a leading cloud content management platform that enables organizations of all sizes to securely manage their content while allowing easy, secure access and sharing of this content from anywhere, on any device.

Basis of Presentation and Principles of Consolidation

The consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP) and include the consolidated accounts of Box, Inc. and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Note 2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make, on an ongoing basis, estimates and assumptions that affect the amounts reported and disclosed in the financial statements and the accompanying notes. Actual results could differ from these estimates. Such estimates include, but are not limited to, the determination of the allowance for accounts receivable, fair value of acquired intangible assets and goodwill, useful lives of acquired intangible assets and property and equipment, best estimate of selling price included in multiple-deliverable revenue arrangements, fair values of stock-based awards, legal contingencies, and the provision for income taxes, including related reserves, among others. Management bases its estimates on historical experience and on various other assumptions which management believes to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities.

In accordance with our property and equipment policy, we review the estimated useful lives of our fixed assets on an ongoing basis. A review of this policy indicated that the actual lives of certain data center assets not acquired under capital leases were longer than previously estimated useful lives used for depreciation purposes in our financial statements. As a result, effective September 1, 2016, we changed the estimated useful lives of certain data center assets not acquired under capital leases to better reflect the estimated periods during which these assets will remain in service. The estimated useful lives of these assets, which we previously depreciated for three years, have now been increased to four years. The effect of this change in estimate to net loss and earnings per share was not material in fiscal year 2017.

Revenue Recognition

We derive our revenue from three sources: (1) subscription revenue, which is comprised of subscription fees from customers utilizing our cloud content management platform and other subscription-based services, which all include routine customer support; (2) revenue from customers purchasing our premier support package; and (3) revenue from professional services such as implementing best practice use cases, project management and implementation consulting services.

We recognize revenue when all of the following conditions are met:

- there is persuasive evidence of an arrangement;

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

- the amount of fees to be paid by the customer is fixed or determinable
- the service has been provided to the customer; and
- the collection of fees is reasonably assured.

We typically invoice our customers at the beginning of the term, in multiyear, annual, quarterly or monthly installments. Our subscription and support contracts are typically non-cancellable and do not contain refund-type provisions. Revenue is presented net of sales and other taxes we collect on behalf of governmental authorities.

In instances where we collect fees in advance of service delivery, revenue under the contract is deferred until we successfully deliver such services.

Subscription revenue is recognized ratably over the period of the subscription beginning once all requirements for revenue recognition have been met, including provisioning the service so that it is available to our customers. Premier support is sold together with the subscription services, and the term of the premier support is generally the same as the related subscription services arrangement. Accordingly, we recognize premier support revenue in the same manner as the associated subscription. Professional services revenue is recognized as the services are rendered for time and material contracts, and using the proportional performance method over the period the services are performed for fixed price contracts.

We assess collectability based on a number of factors, such as past collection history and creditworthiness of the customer. If management determines collectability is not reasonably assured, we defer revenue recognition until collectability becomes reasonably assured.

Our arrangements can include multiple elements which may consist of some or all of subscription services, premier support and professional services. When multiple-element arrangements exist, we evaluate whether these individual deliverables should be accounted for as separate units of accounting or one single unit of accounting.

In order to treat deliverables in a multiple-element arrangement as separate units of accounting, the delivered item or items must have standalone value upon delivery. A delivered item has standalone value to the customer when either (1) any vendor sells that item separately or (2) the customer could resell that item on a standalone basis. Our subscription services have standalone value as such services are often sold separately. Our premier support services do not have standalone value because we and other vendors do not sell premier support services separately. Our professional services have standalone value because there are other vendors which sell the same professional services separately. For new services, we assess standalone value consistently with the foregoing policy. Accordingly, we consider the separate units of accounting in our multiple deliverable arrangements to be the professional services, subscription services or a combined deliverable comprised of subscription services and premier support services. When multiple deliverables included in an arrangement are separable into different units of accounting, the arrangement consideration is allocated to the identified separate units of accounting based on their relative selling price. Multiple-element arrangement accounting guidance provides a hierarchy to use when determining the relative selling price for each unit of accounting. Vendor-specific objective evidence (VSOE) of selling price, based on the price at which the item is regularly sold by the vendor on a standalone basis, should be used if it exists. If VSOE of selling price is not available, third-party evidence (TPE) of selling price is used to establish the selling price if it exists. We have not established VSOE for our subscription services, premier support or professional services due to lack of pricing consistency, the introduction of new services and other factors. We have also concluded that third-party evidence of selling price is not a practical alternative due to differences in our service offerings compared to other parties and the availability of relevant third-party pricing information. Accordingly, we use our best estimate of selling price

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(BESP) to determine the relative selling price for our subscription, premier support and professional services offerings. For arrangements with multiple deliverables which can be separated into different units of accounting, we allocate the arrangement fee to the separate units of accounting based on our BESP. The amount of arrangement fee allocated is limited by contingent revenue, if any.

We determined BESP by considering our overall pricing objectives and market conditions. Significant pricing practices taken into consideration for our subscription services, which may also include premier support, and professional services, include discounting practices, the size and volume of our transactions, the customer demographic, the geographic area where services are sold, price lists, our go-to-market strategy, historical standalone sales and contract prices. The determination of BESP is made through consultation with and approval by our management, taking into consideration the go-to-market strategy. As our go-to-market strategies evolve, we may modify our pricing practices in the future, which could result in changes in relative selling prices.

Cost of Revenue

Cost of revenue consists primarily of costs related to providing our subscription services to our paying customers, including employee compensation and related expenses for datacenter operations, customer support and professional services personnel, payments to outside technology service providers, depreciation of servers and equipment, security services and other tools, as well as amortization of acquired technology. We allocate overhead such as rent, information technology costs and employee benefit costs to all departments based on headcount.

Deferred Commissions

Deferred commissions consist of direct incremental costs paid to our sales force associated with non-cancellable terms of the related contracts. The deferred commission amounts are recoverable through future revenue streams under the non-cancellable customer contracts. Direct sales commissions are deferred when earned and amortized over the same period that revenue is recognized for the related non-cancellable subscription period. Amortization of deferred commissions is included in sales and marketing expense in the consolidated statements of operations.

We deferred sales commissions costs of, \$26.1 million, \$20.0 million and 21.7 million during the years ended January 31, 2018, 2017 and 2016, respectively, and amortized \$21.5 million, \$18.3 million and 15.8 million of deferred commissions during the same periods respectively.

Deferred Revenue

Deferred revenue consists of billings and payments received in advance of revenue recognition generated by our subscription services, premier customer support and professional services described above. For these services, we typically invoice our customers at the beginning of the term, in multiyear, annual, quarterly or monthly installments. Accordingly, the deferred revenue balance does not represent the total contract value of annual or multiyear, non-cancellable subscription contracts.

Certain Risks and Concentrations

Our financial instruments that are exposed to concentrations of credit risk consist primarily of cash and cash equivalents, restricted cash and accounts receivable. Although we deposit our cash with multiple financial institutions, our deposits, at times, may exceed federally insured limits.

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

We sell to a broad range of customers. Our revenue is derived substantially from the United States across a multitude of industries. Accounts receivable are derived from the delivery of our services to customers primarily located in the United States. We accept and settle our accounts receivable using credit cards, electronic payments and checks. A majority of our lower dollar value invoices are settled by credit card on or near the date of the invoice. We do not require collateral from customers to secure accounts receivable. We maintain an allowance for doubtful accounts based upon the expected collectability, which takes into consideration specific customer creditworthiness and current economic trends. We believe collections of our accounts receivable are reasonably assured based on the size, industry diversification, financial condition and past transaction history of our customers. As of January 31, 2018, one customer accounted for more than 10% of total accounts receivable. As of January 31, 2017, two customers accounted for more than 10% of total accounts receivable. No single customer represented over 10% of revenue in any of the years ended January 31, 2018, 2017 and 2016.

We serve our customers and users from datacenter facilities operated by third parties. In order to reduce the risk of down time of our subscription services, we have established datacenters and third-party cloud computing and hosting providers in various locations in the United States and abroad. We have internal procedures to restore services in the event of disaster at any one of our current datacenter facilities. Even with these procedures for disaster recovery in place, our cloud services could be significantly interrupted during the implementation of the procedures to restore services.

Geographic Locations

For the years ended January 31, 2018, 2017 and 2016, revenue attributed to the United States was 78%, 82% and 82%, respectively. No other country outside of the United States comprised 10% or greater of our revenue for the years ended January 31, 2018, 2017 and 2016.

Substantially all of our net assets are located in the United States. As of January 31, 2018 and 2017, property and equipment located in the United States was approximately 95% and 99.7%, respectively.

Foreign Currency Translation and Transactions

The functional currency of our principal foreign subsidiaries is generally the U.S. dollar. Adjustments resulting from translating foreign functional currency financial statements into U.S. dollars for those entities that do not have U.S. dollars as their functional currency are recorded as part of a separate component of the consolidated statements of comprehensive loss. Foreign currency transaction gains and losses are included in the consolidated statements of operations for the period. Monetary assets and liabilities denominated in a foreign currency are translated into U.S. dollars at the exchange rate on the balance sheet date. Revenue and expenses are translated at the average exchange rate during the period. Equity transactions are translated using historical exchange rates. Translation adjustments at the balance sheet dates were not material. Transaction gains and losses recognized were not material for all periods presented.

Cash and Cash Equivalents

We consider all highly liquid investments with an initial maturity of 90 days or less at the date of purchase to be cash equivalents. We maintain such funds in overnight cash deposits.

Restricted Cash

Restricted cash is comprised of certificates of deposits primarily related to our leases. These restricted cash balances have been excluded from our cash and cash equivalents balance and is classified as restricted cash on

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

our consolidated balance sheets. The amount of restricted cash as of January 31, 2018 and 2017 was \$0.4 million and \$26.8 million, respectively, which was classified as non-current.

Marketable Securities

Our marketable securities consist of short-term, investment-grade corporate debt and asset-backed securities. We classify our marketable securities as available-for-sale at the time of purchase and reevaluate such classification as of each balance sheet date. All marketable securities are recorded at their estimated fair value. Unrealized gains and losses for available-for-sale securities are recorded in other comprehensive income (loss). We evaluate our investments to assess whether those with unrealized loss positions are other than temporarily impaired. We consider impairments to be other than temporary if they are related to deterioration in credit risk or if it is likely we will sell the securities before the recovery of their cost basis. Realized gains and losses and declines in value deemed to be other than temporary are determined based on the specific identification method and are reported in other income (expense), net in the consolidated statements of operations. As of January 31, 2018 and 2017, we had no marketable securities in our investment portfolio. We do not have any gross realized gains and losses on marketable securities for the years ended January 31, 2018 and 2017, and the gross realized gains and losses on marketable securities were not material for the year ended January 31, 2016.

Fair Value of Financial Instruments

Our financial assets and financial liabilities which may include cash equivalents, marketable securities, and restricted cash are measured and recorded at fair value on a recurring basis. We measure certain other assets including our non-marketable equity securities at fair value on a nonrecurring basis when they are deemed to be other-than-temporarily impaired. Our other current financial assets have fair values which approximate their carrying value due to their short-term maturities.

Accounts Receivable and Related Allowance

Accounts receivable are recorded at the invoiced amounts and do not bear interest. We maintain an allowance for estimated losses inherent in our accounts receivable portfolio. We assess the collectability of the accounts by taking into consideration the aging of our trade receivables, historical experience, and management judgment. We write off trade receivables against the allowance when management determines a balance is uncollectible and no longer actively pursues collection of the receivable.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization is computed using the straight-line method over the estimated useful lives of the respective assets, generally three to four years. Leasehold improvements are amortized over the shorter of their estimated useful lives or the remaining lease term. Depreciation commences once the asset is placed in service. Construction in progress is primarily related to the construction or development of property and equipment which have not yet been placed in service for their intended use.

Business Combinations

We allocate the fair value of purchase consideration to the tangible assets acquired, liabilities assumed and intangible assets acquired based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. Such

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

valuations require management to make significant estimates and assumptions, especially with respect to intangible assets. Significant estimates in valuing certain intangible assets include, but are not limited to, future expected cash flows from acquired users, acquired technology, and trade names from a market participant perspective, useful lives and discount rates. Management's estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. During the measurement period, which is one year from the acquisition date, we may record adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. Upon the conclusion of the measurement period, any subsequent adjustments are recorded to earnings.

Long-Lived Assets, Including Goodwill and Other Acquired Intangible Assets

We evaluate the recoverability of property and equipment for possible impairment whenever events or circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of these assets is measured by a comparison of the carrying amounts to the future undiscounted cash flows the assets are expected to generate. If such review indicates that the carrying amount of property and equipment and intangible assets is not recoverable, the carrying amount of such assets is reduced to fair value. We have not recorded any significant impairment charge during the years presented.

We review goodwill for impairment at least annually or more frequently if events or changes in circumstances indicate that the carrying value of goodwill may not be recoverable. We have elected to first assess the qualitative factors to determine whether it is more likely than not that the fair value of our single reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the quantitative goodwill impairment test. If we determine that it is more likely than not that its fair value is less than its carrying amount, then the quantitative goodwill impairment test will be performed. The quantitative goodwill impairment test identifies goodwill impairment and measures the amount of goodwill impairment loss to be recognized by comparing the fair value of our single reporting unit with its carrying amount. If the carrying amount exceeds its fair value, no further analysis is required; otherwise, any excess of the goodwill carrying amount over the implied fair value is recognized as an impairment loss, and the carrying value of goodwill is written down to fair value. No impairment of goodwill has been identified during the years presented.

Acquired finite-lived intangible assets are typically amortized over the estimated useful lives of the assets, which is generally two to seven years. We evaluate the recoverability of our intangible assets for possible impairment whenever events or circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of these assets is measured by a comparison of the carrying amounts to the future undiscounted cash flows the assets are expected to generate. If such review indicates that the carrying amount of intangible assets is not recoverable, the carrying amount of such assets is reduced to fair value. We have not recorded any such impairment charge during the years presented.

Legal Contingencies

From time to time, we are a party of litigation and subject to claims that arise in the ordinary course of business. We investigate these claims as they arise, and accrue estimates for resolution of legal and other contingencies when losses are probable and estimable. Because the results of litigation and claims cannot be predicted with certainty, we base our loss accruals on the best information available at the time. As additional information becomes available, we reassess our potential liability and may revise our estimates. Such revisions could have a material impact on future quarterly or annual results of operations.

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Research and Development Costs

Research and development costs include personnel costs, including stock-based compensation expense, associated with our engineering personnel and consultants responsible for the design, development and testing of the product, depreciation of equipment used in research and development and allocated overhead for facilities, information technology, and employee benefit costs. Research and development costs are expensed as incurred.

Internal-Use Software Costs

We capitalize costs to develop software for internal use incurred during the application development stage. Costs related to preliminary project activities and post implementation activities are expensed as incurred. Once an application has reached the development stage, management has authorized and committed to the funding of the software project, it is probable the project will be completed and the software will be used to perform the function intended, internal and external costs, if direct and incremental, are capitalized until the application is substantially complete and ready for its intended use. There were no material qualifying costs incurred during the application development stage in any of the periods presented.

Advertising Costs

Advertising costs are expensed as incurred and are included in sales and marketing expense. Advertising costs for the years ended January 31, 2018, 2017 and 2016 were \$32.1 million, \$28.1 million and \$28.5 million, respectively.

Stock-Based Compensation

We determine the fair value of stock options and purchase rights issued to employees under our 2015 Equity Incentive Plan (2015 Plan) and 2015 Employee Stock Purchase Plan (2015 ESPP), on the date of grant using the Black-Scholes option pricing model, which is impacted by the fair value of our common stock, as well as changes in assumptions regarding a number of complex and subjective variables. These variables include, but are not limited to, the expected common stock price volatility over the term of the awards, the expected term of the awards, risk-free interest rates and the expected dividend yield. We use the market closing price of our Class A common stock as reported on the New York Stock Exchange for the fair value of restricted stock units and restricted stock granted after our IPO.

We recognize compensation expense for stock options, restricted stock units and restricted stock, net of estimated forfeitures, on a straight-line basis over the period during which an employee is required to provide services in exchange for the award (generally the vesting period of the award). We estimate future forfeitures at the date of grant and revise the estimates, if necessary, in subsequent periods if actual forfeitures differ from those estimates. We recognize compensation expense of purchase rights granted under our 2015 ESPP on a straight-line basis over the offering period.

Income Taxes

We account for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the temporary differences between the financial statement and tax basis of assets and liabilities using the enacted tax rates in effect for the years in which the differences are expected to reverse. The effect on deferred taxes of a change in income tax rates is recognized in the consolidated statements of operations in the period that includes the enactment date. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts we believe are more likely than not to be realized.

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

We recognize tax benefits from uncertain tax positions only if we believe that it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon settlement.

Recently Adopted Accounting Pronouncements in Fiscal Year 2018

In January 2017, FASB issued ASU 2017-04, *Intangibles-Goodwill and Other: Simplifying the Test for Goodwill Impairment*. ASU 2017-04 simplifies the accounting for goodwill impairment by removing Step 2 of the goodwill impairment test. Under current guidance, Step 2 of the goodwill impairment test requires entities to calculate the implied fair value of goodwill in the same manner as the amount of goodwill recognized in a business combination by assigning the fair value of a reporting unit to all of the assets and liabilities of the reporting unit. The carrying value in excess of the implied fair value is recognized as goodwill impairment. Under the new standard, goodwill impairment is recognized based on Step 1 of the current guidance, which calculates the carrying value in excess of the reporting unit's fair value. The new standard is effective for us beginning February 1, 2020, with early adoption permitted.

We elected to early adopt ASU 2107-04 during the second quarter of fiscal year 2018. The adoption of this ASU had no impact on our consolidated financial statements. We expect that adoption of this ASU will simplify the evaluation and recording of goodwill impairment charges, if any.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payment*. ASU 2016-15 provides guidance on the classification of eight cash flow issues in order to reduce diversity in practice. As required by ASU 2016-15, contingent consideration payments made soon after a business combination should be classified as cash outflows for investing activities. Payments made thereafter should be classified as cash outflows for financing activities up to the amount of the original contingent consideration liability. Payments made in excess of the amount of the original contingent consideration liability should be classified as cash outflows for operating activities. The new standard is effective for us beginning February 1, 2018, with early adoption permitted.

We elected to early adopt ASU 2016-15 during the second quarter of fiscal year 2018. The new standard requires application using a retrospective transition method. We have evaluated the impact on a quantitative and qualitative basis and concluded it was not material to any of our prior periods presented.

In April 2016, the FASB issued ASU 2016-09, *Compensation- Stock Compensation: Improvements to Employee Share-Based Payment Accounting*. ASU 2016-09 changes the accounting for certain aspects of share-based payments to employees. The new guidance requires excess tax benefits and tax deficiencies to be recorded in the income statement. In addition, cash flows related to excess tax benefits will be presented as an operating activity on the cash flow statement. The standard also allows entities to repurchase more of an employee's shares for tax withholding purposes without triggering liability accounting, clarifies that all cash payments made on an employee's behalf for withheld shares should be presented as a financing activity on the cash flow statement, and provides an accounting policy election to account for forfeitures as they occur.

We adopted ASU 2016-09 during the first quarter of fiscal year 2018. As required by the standard, excess tax benefits recognized on stock-based compensation expense were prospectively reflected in our consolidated statements of income as a component of the provision for income taxes rather than on the consolidated balance sheet as a paid-in capital. Included in our net operating loss and research and development tax credit carryforwards as of January 31, 2018 are approximately \$25.1 million of excess tax benefits from employee

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

stock option exercises, for which we have not realized a deferred tax asset since it is fully offset by a valuation allowance, resulting in no impact to our consolidated financial statements including any cumulative effect to accumulated deficit from previously unrecognized excess tax benefits. Our policy has been to classify cash flows related to excess tax benefits as part of operating activities and cash payments made on employee's behalf for withheld shares as part of financing activities, and thus, the adoption of this standard had no effect on our consolidated statements of cash flows. Further, we did not elect an accounting policy change to record forfeitures as they occur and thus will continue to estimate the number of forfeitures expected to occur. Other amendments in the guidance did not impact our consolidated financial statements.

Recently Issued Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09 and its related amendments regarding ASC Topic 606, *Revenue from Contracts with Customers*. The standard provides principles for recognizing revenue for the transfer of promised goods or services to customers with the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard also provides guidance on the recognition of incremental costs related to obtaining customer contracts. The standard will be effective for us beginning February 1, 2018. The guidance permits two methods of adoption: retrospectively to each prior reporting period presented (full retrospective method), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (modified retrospective method). We decided to adopt the standard using the modified retrospective method. This approach will be applied to contracts that are not completed as of February 1, 2018 and their corresponding incremental costs of obtaining a contract, which will result in a cumulative effect adjustment.

The adoption of this ASU will primarily impact our capitalization and amortization of incremental costs of obtaining a contract, the timing of our revenue recognition for certain sales contracts, and disclosures. The quantitative ranges provided below are estimates of the expected effects of our adoption of ASC Topic 606. These ranges represent management's best estimates of the effects of adopting ASC Topic 606 at the time of the preparation of this Annual Report on Form 10-K. The actual impact of ASC Topic 606 is subject to change from these estimates and such change may be significant, pending remaining final steps in the completion of our assessment.

Costs to Obtain a Contract

Under ASC Topic 606, we will capitalize costs based on the definition of incremental costs of obtaining a contract and commence amortization upon the transfer of services to the customer. Such costs will be amortized over a longer period than we had previously amortized in order to align to an estimated expected benefit period under ASC Topic 606 of five years. We expect the new commissions policy will have a material impact on our opening balance sheet as of February 1, 2018, resulting in a decrease of the accumulated deficit by approximately \$28 million to \$30 million and a corresponding increase to deferred commissions.

Revenue Recognition

There will be a change in the timing of revenue recognition for certain sales contracts due primarily to the removal of the current limitation on contingent revenue. The new revenue recognition policy will have a material impact on our opening balance sheet as of February 1, 2018 resulting in a decrease to accumulated deficit of \$9 million to \$11 million with a corresponding decrease to deferred revenue of approximately \$9 million to \$11 million and a corresponding increase to contract asset by less than \$1 million.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows: Restricted Cash*. ASU 2016-18 requires entities to show the changes in cash, cash equivalents, and restricted cash in the statement of

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

cash flows. Entities will no longer present transfers between cash and cash equivalents and restricted cash in the statement of cash flows. As of January 31, 2018 and January 31, 2017, we had \$0.4 million and \$26.8 million in restricted cash, respectively. Restricted cash consists of certificates of deposits related to our leases. The new standard is effective for us beginning February 1, 2018. The new standard should be applied using a retrospective transition method to each period presented. The adoption of ASU 2016-18 will have a material impact on our consolidated statement of cash flows and related disclosures.

In February 2016, the FASB issued ASU 2016-02, *Leases*. ASU 2016-02 requires lessees to record most leases on their balance sheet while recognizing expense in a manner similar to current lease accounting guidance. The new accounting guidance is effective for us beginning February 1, 2019, with early adoption permitted. The new standard should be applied using a modified retrospective approach. We are currently evaluating the impact of the provisions of this new standard on our consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments- Credit Losses*. ASU 2016-13 replaces the incurred loss impairment methodology in current U.S. GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. For trade receivables, loans, and other financial instruments, we will be required to use a forward-looking expected loss model rather than the incurred loss model for recognizing credit losses which reflects losses that are probable. The new standard is effective for us beginning February 1, 2020, with early adoption permitted. Application of the amendments is through a cumulative-effect adjustment to retained earnings as of the effective date. We are currently evaluating the impact of the provisions of this new standard on our consolidated financial statements.

Note 3. Fair Value Measurements

Fair Value Measurements

We define fair value as the exchange price that would be received from selling an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. We measure our financial assets and liabilities at fair value at each reporting period using a fair value hierarchy which requires us to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's classification within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Three levels of inputs may be used to measure fair value:

- Level 1—Observable inputs are unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2—Observable inputs are quoted prices for similar assets and liabilities in active markets or inputs other than quoted prices which are observable for the assets or liabilities, either directly or indirectly through market corroboration, for substantially the full term of the financial instruments.
- Level 3—Unobservable inputs which are supported by little or no market activity and which are significant to the fair value of the assets or liabilities. These inputs are based on our own assumptions used to measure assets and liabilities at fair value and require significant management judgment or estimation.

We measure our restricted cash at fair value on a recurring basis. We classify this asset within Level 1 or Level 2 because they are valued using either quoted market prices for identical assets or inputs other than quoted prices which are directly or indirectly observable in the market, including readily-available pricing sources for

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

the identical underlying security which may not be actively traded. We had restricted cash in the form of certificates of deposits of \$0.4 million and \$26.8 million as of January 31, 2018 and January 31, 2017, respectively, classified within Level 2.

Note 4. Balance Sheet Components

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consisted of the following (in thousands):

	January 31,	
	2018	2017
Prepaid expenses	\$ 8,494	\$ 9,256
Other current assets	2,897	1,570
Total prepaid expenses and other current assets	\$11,391	\$10,826

Property and Equipment, Net

Property and equipment, net consisted of the following (in thousands):

	January 31,	
	2018	2017
Servers and related equipment	\$ 170,422	\$ 143,219
Leasehold improvements	72,599	64,379
Computer hardware and software	14,558	11,373
Furniture and fixtures	14,254	12,824
Construction in progress	7,348	5,882
Total property and equipment	279,181	237,677
Less: accumulated depreciation	(155,204)	(120,501)
Total property and equipment, net	\$ 123,977	\$ 117,176

As of January 31, 2018, the gross carrying amount of property and equipment includes \$74.7 million of servers and related equipment and \$3.7 million of construction in progress acquired under capital leases, and the accumulated depreciation of property and equipment acquired under these capital leases was \$29.1 million. As of January 31, 2017, the gross carrying amount of property and equipment includes \$43.2 million of servers and related equipment and \$5.6 million of construction in progress acquired under capital leases, and the accumulated depreciation of property and equipment acquired under these capital leases was \$10.4 million.

Depreciation expense related to property and equipment was \$39.5 million, \$36.8 million and \$34.8 million for the years ended January 31, 2018, 2017 and 2016, respectively. Included in these amounts were depreciation expense for servers and related equipment acquired under capital leases in the amount of \$18.8 million, \$7.9 million and \$2.3 million, for the same periods respectively. Construction in progress may include servers, networking equipment and storage infrastructure being provisioned in our datacenter facilities. In addition, the amounts of interest capitalized to property and equipment were \$29,000, \$27,000 and \$400,000 for the years ended January 31, 2018, 2017 and 2016, respectively.

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Other Long-term Assets

Other long-term assets consisted of the following (in thousands):

	January 31,	
	2018	2017
Deferred commissions, noncurrent	\$ 8,330	\$ 7,491
Deposits, noncurrent	2,934	1,564
Other assets, noncurrent	2,469	1,725
Other long-term assets	\$13,733	\$10,780

Note 5. Acquisition

Fiscal 2018 Acquisitions

During the year ended January 31, 2018, we made no acquisitions.

Fiscal 2017 Acquisitions

On August 30, 2016, we entered into an agreement to license certain technology and hire certain employees from Wagon Analytics, Inc., a privately-held data analysis solutions company, for a total purchase price of \$2.0 million. This agreement has been accounted for as a business combination. The entire purchase price was allocated to goodwill. Goodwill is attributable to future growth and potential enhancement opportunities for our analytics platform. Goodwill is deductible for U.S. income tax purposes. Transaction costs related to this business combination were not material.

Results of operations for this acquisition have been included in our consolidated statements of operations since the acquisition dates and were not material. Pro forma results of operations for this acquisition have not been presented because it was also not material to the consolidated results of operations.

Note 6. Goodwill and Intangible Assets

There were no goodwill activities during the year ended January 31, 2018. Goodwill activity for the year ended January 31, 2017 is reflected in the following table (in thousands):

Balance as of January 31, 2016	\$14,301
Goodwill acquired—Wagon	1,992
Balance as of January 31, 2017	16,293

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Intangible assets consisted of the following (in thousands):

	<u>Weighted Average Useful Life(1)</u>	<u>Gross Value</u>	<u>Accumulated Amortization</u>	<u>Net Carrying Value</u>
January 31, 2018				
Developed technology	2.5 years	\$14,273	\$(14,273)	\$—
Trade name and other	6.9 years	<u>1,201</u>	<u>(1,177)</u>	<u>24</u>
Intangibles, net		<u>\$15,474</u>	<u>\$(15,450)</u>	<u>\$ 24</u>
January 31, 2017				
Developed technology	2.5 years	\$14,273	\$(13,908)	\$365
Trade name and other	6.9 years	<u>1,201</u>	<u>(1,023)</u>	<u>178</u>
Intangibles, net		<u>\$15,474</u>	<u>\$(14,931)</u>	<u>\$543</u>

(1) From the date of acquisition

Intangible amortization expense was \$0.5 million, \$3.4 million and \$5.6 million for the years ended January 31, 2018, 2017 and 2016, respectively. Amortization of acquired technology is included in cost of revenue and amortization for trade names is included in general and administrative expenses in the consolidated statements of operations. As of January 31, 2018, expected amortization expense for intangible assets for each of the next five years and thereafter was not material.

Note 7. Commitments and Contingencies

Letters of Credit

As of January 31, 2018, we had letters of credit in the aggregate amount of \$26.4 million, in connection with our operating leases, which were primarily issued under the available sublimit of \$30.0 million in conjunction with a secured credit agreement entered on November 27, 2017 (November 2017 Facility). Refer to Note 8 for additional details related to the November 2017 Facility.

As of January 31, 2017, we had letters of credit in the aggregate amount of \$26.8 million in connection with our operating leases, which were primarily collateralized by certificates of deposits.

Leases

We have entered into various non-cancellable operating lease agreements for certain of our offices and datacenters with lease periods expiring between fiscal year 2019 and 2029. Certain of these arrangements have free or escalating rent payment provisions and optional renewal clauses. We are also committed to pay a portion of the actual operating expenses under certain of these lease agreements. These operating expenses are not included in the table below.

We also entered into various capital lease arrangements to obtain servers and related equipment for our operations. These agreements are typically for three to four years. The leases are secured by the underlying leased servers and related equipment.

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

As of January 31, 2018, future minimum lease payments under non-cancellable capital and operating leases are as follows (in thousands):

	Capital Leases	Operating Leases, net of Sublease Income
Years ending January 31:		
2019	\$19,748	\$ 27,012
2020	14,046	30,950
2021	10,429	32,775
2022	3,219	30,434
2023	—	24,204
Thereafter	—	138,545
Total minimum lease payments	\$47,442	\$283,920
Less: amount representing interest	(1,618)	
Present value of minimum lease payments	\$45,824	

In fiscal years 2018 and 2017, we subleased certain floors of our Redwood City headquarters and one floor of our office in San Francisco. These subleases have terms ranging from 19 to 49 months that will expire at various dates by fiscal year 2022. Non-cancellable sublease proceeds for the years ending January 31, 2019, 2020, 2021 and 2022 of \$7.6 million, \$3.6 million, \$2.7 million and \$0.6 million, respectively, are included in the table above.

We establish assets and liabilities for the present value of estimated future costs to return certain of our leased facilities to their original condition. Such assets are depreciated over the lease period into operating expense, and the recorded liabilities are accreted to the future value of the estimated restoration costs. We did not have material asset retirement obligations as of January 31, 2018 and January 31, 2017. In addition, sufficient information did not exist as of January 31, 2018 to reasonably estimate the fair value of asset retirement obligations for the Tokyo office lease.

We recognize rent expense under our operating leases on a straight-line basis. Rent expense totaled \$28.7 million, \$18.5 million and \$20.9 million, net of sublease income of \$7.4 million, \$6.8 million and \$1.3 million for the years ended January 31, 2018, 2017 and 2016, respectively.

Purchase Obligations

As of January 31, 2018, future payments under non-cancellable contractual purchases, which relate primarily to datacenter operations and sales and marketing activities, are as follows (in thousands):

Years ending January 31:	
2019	30,010
2020	27,410
2021	3,153
2022	256
	\$60,829

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Legal Matters

On June 5, 2013, Open Text S.A. (Open Text) filed a lawsuit against us in the U.S. District Court, Eastern District of Virginia, alleging that our core cloud software and Box Edit application infringe 12 patents of Open Text. Open Text sought preliminary and permanent injunctions against infringement, treble damages, and attorneys' fees. This case was subsequently transferred to the U.S. District Court for the Northern District of California.

On September 13, 2013, Open Text filed a motion for preliminary injunction seeking to enjoin us from providing our Box Edit feature to companies with more than 100 users. On April 9, 2014, the California court denied Open Text's motion for preliminary injunction, finding that (1) Open Text failed to meet its burden to show irreparable harm, (2) Open Text failed to show a reasonable likelihood of success on the merits of its case, and (3) we have raised a substantial question as to the validity of the patents asserted during the preliminary injunction proceedings.

On September 19, 2014, in a related action, *Open Text S.A. v. Alfresco Software Ltd.*, et al., Case No. 13-cv-04843-JD, the Court granted the Alfresco Defendants' motion to dismiss with prejudice the asserted claims of the Dialog Patents, finding the asserted claims of the Dialog Patents patent ineligible under 35 U.S.C. § 101. On January 20, 2015, the Court entered an Order granting our motion for judgment on the pleadings as to the asserted patent claims of the Groupware Patents. The Court found that the asserted patent claims of the Groupware Patents are invalid because they claim non-patentable subject matter. As a result of the Court's January 20, 2015 order and other pretrial orders, the lawsuit was narrowed to four total claims across the three remaining File Synchronization Patents accusing the Company's Box Edit feature and Box Android application.

Trial commenced on February 2, 2015. On February 13, 2015, the jury returned a verdict, finding the asserted claims of the File Synchronization patents infringed and were not invalid. The jury awarded damages in favor of Open Text in a lump sum and fully paid-up royalty in the amount of \$4.9 million. The Court found no willful infringement of the asserted claims and foreclosed Open Text's request for a permanent injunction since the jury returned a lump-sum award. On February 19, 2015, Open Text filed a notice of appeal to the United States Court of Appeals for the Federal Circuit from the Court's Order granting our motion for judgment of invalidity of the Groupware Patents. On March 9, 2015, Open Text filed a first amended notice of appeal from additional orders by the Court. On August 19, 2015, following a July 1, 2015 hearing in which portions of the jury's verdict were challenged, the Court entered judgment in favor of Open Text with respect to infringement of the asserted claims of the File Synchronization patents in the amount of approximately \$4.9 million plus pre-judgment interest, and with respect to validity of the asserted claims of the File Synchronization patents. The Court also entered judgment in our favor with respect to invalidity of the asserted claims of the Groupware Patents, and no willful infringement with respect to the asserted claims of the File Synchronization patents. We filed a notice of appeal on August 28, 2015, challenging a number of findings in the final judgment entered on August 19, 2015, including the jury's finding that the Synchronization Patents were infringed and not invalid.

While we continued to defend the lawsuit vigorously and continued to believe we have valid defense to Open Text's claims, we considered the issuance of the verdict a recognized subsequent event that provided additional evidence about conditions existed as of January 31, 2015. Accordingly, we accrued \$4.9 million of settlement payment as of January 31, 2015, and recorded an expense in the amount of \$3.9 million for the year ended January 31, 2015, in relation to the portion of the settlement amount attributable to prior periods. The portion of the settlement amount attributable to future periods is recorded as an asset as of January 31, 2015. This asset was being amortized over an estimated useful life of 14 months, and the amortization expense was \$855,000 for the year ended January 31, 2016. In addition, as a result of the July 1, 2015 hearing, we deemed the

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

claim for interest on the legal verdict amount to be probable and estimable for the first time. As such, we accrued additional expenses in the aggregate amount of \$659,000 during the year ended January 31, 2016, in relation to the interest on the legal verdict amount.

On March 31, 2016, Open Text and the Company entered into a Confidential Settlement and Release Agreement (the “Settlement Agreement”), which fully settled the lawsuit and resulted in a full dismissal of the case against the Company. In connection with such settlement, the Company paid an amount equal to \$3.75 million in total to Open Text, and the Company’s obligation to pay the jury award amount of approximately \$4.9 million and all pre- and post-judgment interest was terminated. The parties agreed to drop all appeals pending in connection with the litigation and each agreed to certain standard mutual releases related to the subject matter of the suit. The settlement has no impact on the Groupware Patent and Dialog Patent claims that were found to be invalid by the Court during the litigation against the Company and against Alfresco Software. We recorded the settlement payment of \$3.75 million, reversed previous settlement accruals and interest of \$5.6 million, and recorded \$0.1 million in recurring amortization for the asset, resulting in net income of \$1.7 million in our consolidated statement of operations for the year ended January 31, 2017.

In addition to the litigation discussed above, from time to time, we are a party to litigation and subject to claims that arise in the ordinary course of business. We investigate these claims as they arise, and accrue estimates for resolution of legal and other contingencies when losses are probable and estimable. Although the results of litigation and claims cannot be predicted with certainty, we believe there was not at least a reasonable possibility that we had incurred a material loss with respect to such loss contingencies as of January 31, 2018.

Indemnification

We include service level commitments to our customers warranting certain levels of uptime reliability and performance and permitting those customers to receive credits in the event that we fail to meet those levels. In addition, our customer contracts often include (i) specific obligations that we maintain the availability of the customer’s data through our service and that we secure customer content against unauthorized access or loss, and (ii) indemnity provisions whereby we indemnify our customers for third-party claims asserted against them that result from our failure to maintain the availability of their content or securing the same from unauthorized access or loss. To date, we have not incurred any material costs as a result of such commitments.

Our arrangements generally include certain provisions for indemnifying customers against liabilities if our products or services infringe a third party’s intellectual property rights. It is not possible to determine the maximum potential amount under these indemnification obligations due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular agreement. To date, we have not incurred any material costs as a result of such obligations and have not accrued any material liabilities related to such obligations in the consolidated financial statements. In addition, we indemnify our officers, directors and certain key employees while they are serving in good faith in their respective capacities. To date, there have been no claims under any indemnification provisions.

Note 8. Debt

Line of Credit

In December 2015, we entered into a revolving credit facility (December 2015 Facility), which provided for a revolving loan facility in the amount of up to \$40.0 million originally maturing in December 2017. In February 2017, we amended the December 2015 Facility to extend the maturity date to December 2018.

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The December 2015 Facility was denominated in U.S. dollars and, depending on certain conditions, each borrowing was subject to a floating interest rate equal to either the prime rate plus a spread of 0.25% to 2.75% or a reserve adjusted LIBOR rate (based on one, three or six-month interest periods) plus a spread of 1.25% to 3.75%. Although no minimum deposit was required for the December 2015 Facility, we were eligible for the lowest interest rate if we maintained at least \$40.0 million in deposits with the lender. In addition, there was an annual fee of 0.2% on the total commitment amount. At closing, we drew \$40.0 million at 1.82% (six month LIBOR plus 1.25%) which we used to repay the outstanding principal balance under our secured revolving credit facility entered in August 2013. Borrowings under the December 2015 Facility were collateralized by substantially all of our assets in the United States. It also contained various covenants, including covenants related to the delivery of financial and other information, the maintenance of quarterly financial covenants, as well as customary limitations on dispositions, mergers or consolidations and other corporate activities. As of January 31, 2017, we were in compliance with all financial covenants.

On November 27, 2017, we paid in full all amounts outstanding under the December 2015 Facility, including the outstanding principal balance of \$40.0 million, and terminated the December 2015 Facility and all related loan and collateral documents, in conjunction with entering into the November 2017 Facility with a different lender with a maturity date of November 27, 2020.

The November 2017 Facility provides for an \$85.0 million revolving credit facility, with a sublimit of \$30.0 million available for the issuance of letters of credit. The proceeds of the revolving loans may be used for general corporate purposes. The revolving loans accrue interest at a prime rate plus a margin of 0.25% or, at our option, a LIBOR rate (based on one, three or six-month interest periods) plus a margin of 1.00%. Interest on the revolving loans is payable quarterly in arrears with respect to loans based on the prime rate and at the end of an interest period in the case of loans based on the LIBOR rate (or at each three-month interval if the interest period is longer than three months). Borrowings under the November 2017 Facility are collateralized by substantially all of our assets. The November 2017 Facility requires us to comply with a maximum leverage ratio and a minimum liquidity requirement. Additionally, the November 2017 Facility contains customary affirmative and negative covenants, including covenants limiting our, and our subsidiaries', ability to, among other things, grant liens, incur debt, pay dividends or distributions on the capital stock, effect certain mergers, make investments, dispose of assets and enter into transactions with affiliates, in each case subject to customary exceptions for a credit facility of the size and type of the November 2017 Facility.

On November 29, 2017, the restrictions on our certificates of deposits that previously collateralized existing letters of credit were released as the letters of credit were included under the November 2017 Facility letter of credit sublimit. As such, we released \$26.1 million from restricted cash to cash and cash equivalents. Refer to Note 8 for additional details on the letters of credit and Note 3 for additional details on restricted cash in the form of certificates of deposits.

As of January 31, 2018, we were in compliance with all financial covenants.

In connection with the above credit facilities, we incurred interest expense, net of capitalized interest costs, of \$1.0 million, \$0.9 million and \$1.9 million during the years ended January 31, 2018, 2017 and 2016, respectively. During the same periods, we capitalized \$29,000, \$27,000 and \$400,000 of interest costs. Interest expense in connection with the above credit facilities may include interest charges for our line of credit, amortization of issuance costs, and unused commitment fees on our line of credit.

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Note 9. Common Stock and Stockholders' Equity

Amended and Restated Certificate of Incorporation

Our amended and restated certificate of incorporation became effective upon completion of our IPO in January 2015. Our amended and restated certificate of incorporation:

- increased the number of authorized shares of capital stock to 1,300,000,000 shares, \$0.0001 par value per share, of which 1,000,000,000 shares are designated as Class A common stock, 200,000,000 shares as designated as Class B common stock; and 100,000,000 shares are designated as preferred stock;
- established that, on any matter that is submitted to a vote of the stockholders, the holder of each share of Class A common stock is entitled to 1 vote per share, while the holder of each share of Class B common stock is entitled to 10 votes per share;
- established that, except with respect to voting, as discussed above, the rights of the holders of Class A and Class B common stock are identical; and
- established that shares of our Class B common stock are voluntarily convertible into shares of our Class A common stock at the option of the holder, generally automatically convertible into shares of our Class A common stock upon transfer, and 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.

Our Class A and Class B common stock are referred to as common stock throughout the notes to these financial statements, unless otherwise noted.

As of January 31, 2018 and 2017, we held an aggregate of 3,052,953 shares of common stock as treasury stock.

Note 10. Stock-Based Compensation

2015 Equity Incentive Plan

In January 2015, our board of directors adopted the 2015 Equity Incentive Plan (2015 Plan), which became effective prior to the completion of our IPO. A total of 12,200,000 shares of Class A common stock was initially reserved for issuance pursuant to future awards under the 2015 Plan. On the first day of each fiscal year, shares available for issuance are increased based on the provisions of the 2015 Plan. Any shares subject to outstanding awards under our 2006 Equity Incentive Plan (2006 Plan) or 2011 Equity Incentive Plan (2011 Plan) that are cancelled or repurchased subsequent to the 2015 Plan's effective date are returned to the pool of shares reserved for issuance under the 2015 Plan. Awards granted under the 2015 Plan may be (i) incentive stock options, (ii) nonstatutory stock options, (iii) restricted stock units, (iv) restricted stock awards or (v) stock appreciation rights, as determined by our board of directors at the time of grant. Twenty-five percent of each grant of stock options and restricted stock units generally vest one year from the vesting commencement date and continue to vest (a) in the case of options, 1/48th per month thereafter, and (b) in the case of restricted stock units, 1/16th per quarter thereafter. As of January 31, 2018, 16,772,606 shares were reserved for future issuance under the 2015 Plan.

2015 Employee Stock Purchase Plan

In January 2015, our board of directors adopted the 2015 Employee Stock Purchase Plan (2015 ESPP), which became effective prior to the completion of our IPO. A total of 2,500,000 shares of Class A common stock

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

was initially reserved for issuance under the 2015 ESPP. On the first day of each fiscal year, shares available for issuance are increased based on the provisions of the 2015 ESPP. The 2015 ESPP allows eligible employees to purchase shares of our Class A common stock at a discount of up to 15% through payroll deductions of their eligible compensation, subject to any plan limitations. Except for the initial offering period, the 2015 ESPP provides for 24-month offering periods beginning March 16 and September 16 of each year, and each offering period consists of four six-month purchase periods.

On each purchase date, eligible employees may purchase our stock at a price per share equal to 85% of the lesser of (1) the fair market value of our stock on the offering date or (2) the fair market value of our stock on the purchase date. In the event the price is lower on the last day of any purchase price period, in addition to using that price as the basis for that purchase period, the offering period resets and the new lower price becomes the new offering price for a new 24 month offering period. As of January 31, 2018, 2,202,188 shares were reserved for future issuance under the 2015 ESPP.

Stock Options

The following table summarizes the stock option activity under the equity incentive plans and related information:

	<u>Shares Subject to Options Outstanding</u>		<u>Weighted-Average Remaining Contractual Life (Years)</u>	<u>Aggregate Intrinsic Value</u> <small>(in thousands)</small>
	<u>Shares</u>	<u>Weighted- Average Exercise Price</u>		
Balance as of January 31, 2016	15,634,518	\$ 6.92	7.12	\$ 82,541
Options granted	1,018,136	13.88		
Option exercised	(2,908,077)	3.81		
Options forfeited/cancelled	(1,425,777)	13.68		
Balance as of January 31, 2017	<u>12,318,800</u>	\$ 7.44	6.42	\$119,606
Options granted	1,533,056	17.46		
Option exercised	(2,098,726)	6.94		
Options forfeited/cancelled	(910,010)	15.03		
Balance as of January 31, 2018	<u>10,843,120</u>	\$ 8.32	5.74	\$150,922
Vested and expected to vest as of January 31, 2018	<u>10,750,742</u>	\$ 8.26	5.71	\$150,334
Exercisable as of January 31, 2018	<u>8,703,037</u>	\$ 6.46	5.07	\$137,306

The aggregate intrinsic value of options vested and expected to vest and exercisable as of January 31, 2018 is calculated based on the difference between the exercise price and the current fair value of our common stock. The aggregate intrinsic value of exercised options for the years ended January 31, 2018, 2017 and 2016 was \$25.6 million, \$26.9 million and \$24.8 million, respectively. The aggregate estimated fair value of stock options granted to employees that vested during the years ended January 31, 2018, 2017 and 2016 was \$9.0 million, \$15.2 million and \$16.7 million, respectively. The weighted-average grant date fair value of options granted to employees during the years ended January 31, 2018, 2017 and 2016 was \$7.04, \$5.77 and \$6.72 per share, respectively.

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

As of January 31, 2018, there was \$11.5 million of unrecognized stock-based compensation expense related to outstanding stock options granted to employees that is expected to be recognized over a weighted-average period of 2.48 years.

In April 2017, the compensation committee of our board of directors approved and granted 475,000 performance-based stock options under the 2015 Plan to certain executive officers where vesting is subject to both the continued employment of the participant and the achievement of market-based performance goals established by the compensation committee. Subject to the achievement of the performance goals, 25% of the performance-based options vest one year from the vesting commencement date, and 1/48th continue to vest each month thereafter. The grant date fair value of these awards was determined using a Monte Carlo valuation model. As of January 31, 2018, these market-based performance goals were not met. During the year ended January 31, 2018, 250,000 performance-based stock options were forfeited in connection with a participant's resignation of employment.

Restricted Stock Units

The following table summarizes the restricted stock unit activity under the equity incentive plans and related information:

	<u>Number of Restricted Stock Units Outstanding</u>	<u>Weighted- Average Grant Date Fair Value</u>
Unvested balance—January 31, 2016	8,204,968	\$15.54
Granted	9,078,555	14.15
Vested, net of shares withheld for employee payroll taxes	(1,994,363)	15.33
Forfeited/cancelled	<u>(3,466,844)</u>	14.97
Unvested balance—January 31, 2017	<u>11,822,316</u>	\$14.67
Granted	7,807,240	18.11
Vested, net of shares withheld for employee payroll taxes	(3,007,876)	14.68
Forfeited/cancelled	<u>(2,002,428)</u>	15.24
Unvested balance—January 31, 2018	<u><u>14,619,252</u></u>	\$16.42

As of January 31, 2018, there was \$186.2 million of unrecognized stock-based compensation expense related to outstanding restricted stock units granted to employees that is expected to be recognized over a weighted-average period of 2.84 years.

2015 ESPP and Other

As of January 31, 2018, there was \$6.3 million of unrecognized stock-based compensation expense related to the 2015 ESPP that is expected to be recognized over the remaining term of the respective offering periods.

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Stock-Based Compensation

The following table summarizes the components of stock-based compensation expense recognized in the consolidated statements of operations (in thousands):

	Year Ended January 31,		
	2018	2017	2016
Cost of revenue	\$10,742	\$ 7,882	\$ 4,664
Research and development	37,733	30,796	24,696
Sales and marketing	31,742	26,142	19,530
General and administrative	17,268	13,552	10,614
Total stock-based compensation	\$97,485	\$78,372	\$59,504

Determination of Fair Value

We estimated the fair value of employee stock options and 2015 ESPP purchase rights using a Black-Scholes option pricing model with the following assumptions:

	Year Ended January 31,		
	2018	2017	2016
Employee Stock Options			
Expected term (in years)	5.5 – 6.1	5.5 – 6.0	5.5 – 6.1
Risk-free interest rate	1.8% – 2.1%	1.3% – 2.0%	1.5% – 1.9%
Volatility	38% – 40%	40% – 43%	42% – 44%
Dividend yield	0%	0%	0%
Employee Stock Purchase Plan			
Expected term (in years)	0.5 – 2.0	0.5 – 2.0	0.5 – 2.0
Risk-free interest rate	0.9% – 1.4%	0.5% – 0.9%	0.2% – 0.8%
Volatility	28% – 43%	39% – 60%	33% – 41%
Dividend yield	0%	0%	0%

The assumptions used in the Black-Scholes option pricing model were determined as follows:

Fair Value of Common Stock. We use the market closing price for our Class A common stock as reported on the New York Stock Exchange to determine the fair value of our common stock at each grant date.

Expected Term. The expected term represents the period that our share-based awards are expected to be outstanding. The expected term assumptions were determined based on the vesting terms, exercise terms and contractual lives of the options and 2015 ESPP purchase rights.

Expected Volatility. Since we do not have sufficient trading history of our common stock to estimate the expected volatility of the stock option grants, we determine the expected volatility of the stock option grants based on the historical stock volatilities of several unrelated public companies within the same industry that we consider to be comparable to our business over a period equivalent to the expected term of the stock option grants. We estimated the expected volatility of 2015 ESPP purchase rights based on the historical volatility of our common stock.

Risk-free Interest Rate. The risk-free rate that we use is based on the implied yield available on U.S. Treasury zero-coupon issues with remaining terms similar to the expected term on the options and 2015 ESPP purchase rights.

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Dividend Yield. We have never declared or paid any cash dividends and do not plan to pay cash dividends in the foreseeable future, and, therefore, use an expected dividend yield of zero.

Note 11. Net Loss per Share

We calculate our basic and diluted net loss per share in conformity with the two-class method required for companies with participating securities. Under the two-class method, basic net loss per share is calculated by dividing the net loss by the weighted-average number of shares of common stock outstanding for the period, less shares subject to repurchase. The diluted net loss per share is computed by giving effect to all potential dilutive common stock equivalents outstanding for the period. For purposes of this calculation, options to purchase common stock, restricted stock units, shares issuable pursuant to our employee stock purchase plan, shares subject to repurchase from early exercised options and unvested restricted stock, and contingently issuable shares are considered common stock equivalents but have been excluded from the calculation of diluted net loss per share as their effect is antidilutive.

The rights, including the liquidation and dividend rights, of the holders of our Class A and Class B common stock are identical, except with respect to voting and conversion. As the liquidation and dividend rights are identical, the undistributed earnings are allocated on a proportionate basis and the resulting net loss per share will, therefore, be the same for both Class A and Class B common stock on an individual or combined basis. We did not present dilutive net loss per share on an as-if converted basis because the impact was not dilutive.

The following table sets forth the computation of basic and diluted net loss per share (in thousands, except per share amounts):

	Year Ended January 31,					
	2018		2017		2016	
	Class A	Class B	Class A	Class B	Class A	Class B
Numerator:						
Net loss	\$(115,847)	\$(39,113)	\$(64,771)	\$(87,016)	\$(49,448)	\$(153,500)
Denominator:						
Weighted-average number of shares outstanding—basic and diluted	100,127	33,805	54,394	73,075	29,540	91,700
Net loss per share—basic and diluted	<u>\$ (1.16)</u>	<u>\$ (1.16)</u>	<u>\$ (1.19)</u>	<u>\$ (1.19)</u>	<u>\$ (1.67)</u>	<u>\$ (1.67)</u>

The following weighted-average outstanding shares of common stock equivalents were excluded from the computation of diluted net loss per share for the periods presented because the impact of including them would have been antidilutive (in thousands):

	Year Ended January 31,		
	2018	2017	2016
Options to purchase common stock	11,971	13,550	16,654
Restricted stock units	13,369	10,121	7,233
Employee stock purchase plan	1,624	2,090	3,944
Repurchasable shares from early-exercised options and unvested restricted stock	98	324	551
Contingently issuable common stock	3	77	115
	<u>27,065</u>	<u>26,162</u>	<u>28,497</u>

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Note 12. Income Taxes

The components of loss before provision for income taxes were as follows (in thousands):

	Year Ended January 31,		
	2018	2017	2016
United States	\$(107,701)	\$(115,640)	\$(155,794)
Foreign	(46,544)	(35,233)	(46,464)
Total	\$(154,245)	\$(150,873)	\$(202,258)

The components of the provision for income taxes were as follows (in thousands):

	Year Ended January 31,		
	2018	2017	2016
Current:			
Federal	\$ (430)	\$ 26	\$ 29
State	75	122	146
Foreign	1,426	770	298
Total	\$1,071	\$ 918	\$473
Deferred:			
Federal	\$ (134)	\$ 96	\$ 61
State	18	—	—
Foreign	(240)	(100)	156
Total	\$ (356)	\$ (4)	\$217
Provision for income taxes	\$ 715	\$ 914	\$690

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (“Tax Act”). The Tax Act reduces the U.S. federal corporate tax rate from 34% to 21%, imposes a one-time repatriation tax, and numerous other provisions transitioning to a territorial system.

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

As a result of the Tax Act, the corporate tax rate changed from 34% to 21% effective January 1, 2018. For the fiscal year ended January 31, 2018, we are subject to a blended rate of 32.92%, determined based on the number of days before and after the effective date of the new corporate tax rate. The items accounting for the difference between income taxes computed at the federal statutory income tax rate of 32.92% and the provision for income taxes consisted of the following (in thousands):

	Year Ended January 31,		
	2018	2017	2016
Tax benefit at federal statutory rate	\$(50,772)	\$(51,297)	\$(68,767)
State taxes, net of federal benefit	(7,803)	(7,778)	(8,799)
Foreign rate difference	7,988	7,363	6,744
Nondeductible expenses	689	594	429
Research and development credit	(3,967)	(3,607)	(3,533)
Stock-based compensation	(4,148)	6,451	6,214
Change in reserve for unrecognized tax benefits	3,537	3,634	3,562
Other	(383)	97	61
Change in valuation allowance, including the effect of tax rate change	(34,119)	45,457	64,779
Effect of tax rate change on deferred tax assets	89,693	—	—
Total provision for income taxes	<u>\$ 715</u>	<u>\$ 914</u>	<u>\$ 690</u>

The significant components of our deferred tax assets and liabilities were as follows (in thousands):

	January 31,	
	2018	2017
Deferred tax assets:		
Net operating loss carryforward	\$ 210,143	\$ 227,023
Accruals and reserves	17,433	23,960
Stock-based compensation	11,673	13,304
Depreciation and amortization	5,809	7,513
Tax credit carryover	4,325	4,002
Acquired intangible assets	597	811
Total deferred tax assets	249,980	276,613
Valuation allowance	(249,359)	(276,392)
Total deferred tax assets, net of valuation allowance	621	221
Deferred tax liabilities:		
Goodwill with indefinite life amortization	(191)	(157)
Total deferred tax liabilities	(191)	(157)
Net deferred tax assets	<u>\$ 430</u>	<u>\$ 64</u>

In assessing the realizability of deferred tax assets, we consider whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. As a result, we have established a full valuation allowance against our U.S. and United Kingdom deferred tax assets to the extent they are not offset by liabilities from uncertain tax positions based on our history of losses. The valuation allowance decreased by \$27.0 million and increased by \$44.2 million, respectively, during the years ended January 31, 2018 and 2017.

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Under the Tax Act, NOLs generated for tax years ending after December 31, 2017, will have an indefinite carryforward period. In light of the Tax Act, we have assessed and believe that, it is more likely than not, that the NOLs generated for the fiscal year ended January 31, 2018, in the U.S. will be realized to the extent of future reversal of taxable temporary difference associated with indefinite-lived intangible assets.

Based on provisions of the Tax Act, we remeasured the deferred tax assets and liabilities based on the rates at which they are expected to reverse in the future, which is generally 21%. Accordingly, we recorded a provisional tax expense of \$89.7 million associated with the remeasurement of our deferred tax balances. However, as we recognize a valuation allowance on deferred tax assets if it is more likely than not that the assets will not be realized in future years, there is no impact to the effective tax rate, as any change to deferred taxes are offset by the valuation allowance.

The one-time repatriation tax is based on our post-1986 earnings and profits (E&P) that were previously deferred from U.S. income taxes. Due to the ability to offset positive accumulated foreign earnings with existing accumulated foreign deficits, our provisional estimate of the one-time repatriation tax did not result in additional income tax expense.

The changes included in the Tax Act are broad and complex. The final transition impacts of the Tax Act may differ from the above estimate, possibly materially, due to, among other things, changes in interpretations of the Tax Act any legislative action to address questions that arise because of the Tax Act, any changes in accounting standards for income taxes or related interpretations in response to the Tax Act, or any updates or changes to estimates we have utilized to calculate the transition impacts, including impacts from changes to current year earnings estimates and foreign exchange rates of foreign subsidiaries. The Securities Exchange Commission has issued SAB 118 that would allow for a measurement period of up to one year after the enactment date of the Tax Act to finalize the recording of the related tax impacts. We currently anticipate finalizing and recording any resulting adjustments by the year ending January 31, 2019.

As of January 31, 2018, we had federal, state and foreign net operating loss carryforwards of \$624.7 million, \$613.7 million and \$214.7 million, respectively, available to offset future taxable income. The federal net operating loss carryforwards generated prior to fiscal year 2018 will expire at various dates beginning in 2025, if not utilized. The state net operating loss carryforwards will expire at various dates beginning in 2028, if not utilized. The foreign net operating loss carryforwards do not expire. In addition, as of January 31, 2018, we had federal and state research and development tax credit carryforwards of \$18.2 million and \$20.8 million, respectively. The federal research and development tax credit carryforwards will expire beginning in 2025 if not utilized. The state research and development tax credit carryforwards do not expire.

Utilization of the federal and state NOLs may be subject to substantial annual limitation due to the ownership change limitations provided by Section 382 of the Internal Revenue Code of 1986, as amended, and similar state provisions. The annual limitation may result in the expiration of net operating losses and credits before utilization.

We evaluate tax positions for recognition using a more-likely-than-not recognition threshold, and those tax positions eligible for recognition are measured as the largest amount of tax benefit that is greater than 50% likely of being realized upon the effective settlement with a taxing authority that has full knowledge of all relevant information. We believe that we have provided adequate reserves for our income tax uncertainties in all open tax years.

BOX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

A reconciliation of the gross unrecognized tax benefits is as follows (in thousands):

	Year Ended January 31,		
	2018	2017	2016
Unrecognized tax benefits—beginning of period	\$28,644	\$20,656	\$13,607
Reductions for tax positions related to prior year	(971)	—	—
Reductions to unrecognized tax benefits as a result of a lapse of the applicable statute of limitations	(337)	—	—
Additions for tax positions related to prior year	—	447	238
Additions for tax positions related to current year	8,858	7,541	6,811
Unrecognized tax benefits—end of period	<u>\$36,194</u>	<u>\$28,644</u>	<u>\$20,656</u>

The gross unrecognized tax benefits, if recognized, would not materially affect the effective tax rate as of January 31, 2018, 2017 and 2016. We do not expect our gross unrecognized tax benefits to change significantly over the next 12 months.

Our policy is to classify interest and penalties associated with uncertain tax positions, if any, as a component of our income tax provision. Interest and penalties were not significant during the years ended January 31, 2018, 2017 and 2016.

We file tax returns in the United States for federal, California, and other states. All tax years remain open to examination for both federal and state purposes as a result of our net operating loss and credit carryforwards. We began to file foreign tax returns in the United Kingdom starting with the year ended January 31, 2013, in France, Germany, and Japan starting with the year ended January 31, 2014, in Canada starting with the year ended January 31, 2015 and in Australia, Sweden, and Netherlands starting with the year ended January 31, 2016. Certain tax years remain open to examination.

Note 13. Segments

Our chief operating decision maker reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. As such, we have a single reporting segment and operating unit structure. Since we operate in one operating segment, all required segment information can be found in the consolidated financial statements.

Note 14. 401(k) Plan

We have a 401(k) Savings Plan (the 401(k) Plan) which qualifies as a deferred salary arrangement 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.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

Item 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. The design of disclosure controls and procedures and internal control over financial reporting must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the quarter ended January 31, 2018 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Management’s Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Our management conducted an assessment of the effectiveness of our internal control over financial reporting based on the criteria established in “Internal Control—Integrated Framework” (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on that assessment, our management has concluded that our internal control over financial reporting was effective as of January 31, 2018. The effectiveness of our internal control over financial reporting as of January 31, 2018 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which appears herein.

Item 9B. OTHER INFORMATION

Not applicable.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this item will be contained in our definitive proxy statement to be filed with the Securities and Exchange Commission in connection with our 2018 annual meeting of stockholders (the Proxy Statement), which is expected to be filed not later than 120 days after the end of our fiscal year ended January 31, 2018, and is incorporated in this Annual Report on Form 10-K by reference.

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.boxinvestorrelations.com/>. 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.

Item 11. EXECUTIVE COMPENSATION

The information required by this item will be set forth in the Proxy Statement and is incorporated herein by reference.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item will be set forth in the Proxy Statement and is incorporated herein by reference.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item will be set forth in the Proxy Statement and is incorporated herein by reference.

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item will be set forth in the Proxy Statement and is incorporated herein by reference.

PART IV

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as a part of this Annual Report on Form 10-K:

(1) Consolidated Financial Statements:

Our Consolidated Financial Statements are listed in the “Index to Consolidated Financial Statements” under Part II, Item 8 of this Annual Report on Form 10-K.

(2) Financial Statement Schedules:

Schedules not listed above have been omitted because the information required to be set forth therein is not applicable or is shown in the financial statements or notes herein.

(3) Exhibits

The documents listed in the following Exhibit Index of this Annual Report on Form 10-K are incorporated by reference or are filed with this Annual Report on Form 10-K, in each case as indicated therein (numbered in accordance with Item 601 of Regulation S-K).

Item 16. FORM 10-K SUMMARY

None.

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Form	Incorporated by Reference		
			File No.	Exhibit	Filing Date
3.1	Amended and Restated Certificate of Incorporation of Box, Inc., as amended	8-K	001-36805	3.1	June 23, 2017
3.2	Amended and Restated Bylaws of the Registrant.	10-K	001-36805	3.2	March 30, 2015
4.1	Form of common stock certificate of the Registrant.	S-1/A	333-194767	4.1	July 7, 2014
4.2	Eighth Amended and Restated Investors' Rights Agreement among the Registrant and certain holders of its capital stock, dated as of July 7, 2014.	S-1/A	333-194767	4.2	July 7, 2014
10.1*	Form of Indemnification Agreement between the Registrant and each of its directors and executive officers.	S-1/A	333-194767	10.1	July 7, 2014
10.2*	Box, Inc. 2015 Equity Incentive Plan and related form agreements.	S-1/A	333-194767	10.2	January 9, 2015
10.3*	Box, Inc. 2015 Employee Stock Purchase Plan and related form agreements.	S-1/A	333-194767	10.3	January 9, 2015
10.4*	Box, Inc. 2011 Equity Incentive Plan and related form agreements.	S-1/A	333-194767	10.4	January 9, 2015
10.5*	Box, Inc. 2006 Stock Incentive Plan and related form agreements.	S-1/A	333-194767	10.5	January 9, 2015
10.6*	Box, Inc. Executive Incentive Plan.	S-1/A	333-194767	10.6	July 7, 2014
10.7*	Box, Inc. Outside Director Compensation Policy.	10-Q	001-36805	10.1	June 12, 2015
10.8*	Form of Change in Control and Severance Agreement between the Registrant and each of Aaron Levie, Dan Levin and Dylan Smith.	S-1/A	333-194767	10.7	December 10, 2014
10.9*	Form of Change in Control and Severance Agreement between the Registrant and certain of its executive officers.	S-1/A	333-194767	10.7A	December 10, 2014
10.10*	Offer Letter between the Registrant and Aaron Levie, dated as of December 19, 2014.	S-1/A	333-194767	10.8	January 9, 2015
10.11*	Offer Letter between the Registrant and Dylan Smith, dated as of December 19, 2014.	S-1/A	333-194767	10.10	January 9, 2015
10.12*	Offer Letter between the Registrant and Peter McGoff, dated as of December 19, 2014.	S-1/A	333-194767	10.11	January 9, 2015
10.13□	Master License and Service Agreement between the Registrant and CoreSite, L.P., dated as of March 17, 2008.	S-1/A	333-194767	10.15	July 7, 2014

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Form</u>	<u>Incorporated by Reference</u>		
			<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>
10.14	Master Service Agreement between the Registrant and Equinix Operating Co., Inc., dated as of April 29, 2008.	S-1	333-194767	10.16	March 24, 2014
10.15	Colocation Facilities Agreement between the Registrant and Switch Communications Group, L.L.C., dated as of December 20, 2011.	S-1	333-194767	10.17	March 24, 2014
10.16	Office Lease between the Registrant and Redwood City Partners, LLC, dated as of September 15, 2014.	S-1/A	333-194767	10.18	January 9, 2015
10.17□	Master License and Service Agreement by and among the Registrant and entities affiliated with CoreSite, dated as of December 18, 2015.	10-Q	001-36805	10.1	December 8, 2016
10.18□	Wholesale Datacenter Lease by and between the Registrant and Vantage Data Centers, dated as of July 27, 2016.	10-Q	001-36805	10.2	December 8, 2016
10.19□	Wholesale Datacenter Lease by and between the Registrant and Vantage Data Centers, dated as of July 27, 2016.	10-Q	001-36805	10.3	December 8, 2016
10.20*	Offer Letter between Box, Inc. and Stephanie Carullo, dated July 7, 2017.	8-K	001-36805	10.1	July 12, 2017
10.21*	Transition Employment Letter between Box, Inc. and Dan Levin, dated July 11, 2017.	8-K	001-36805	10.2	July 12, 2017
10.22*	Credit Agreement, dated as of November 27, 2017, by and between Box, Inc. and Wells Fargo Bank, National Association.	8-K	001-36805	10.1	November 29, 2017
21.1	List of subsidiaries of the Registrant.				
23.1	Consent of Independent Registered Public Accounting Firm.				
24.1	Power of Attorney (included on the Signatures page of this Annual Report on Form 10-K).				
31.1	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Form</u>	<u>Incorporated by Reference</u>		
			<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>
32.1†	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
101.INS	XBRL Instance Document.				
101.SCH	XBRL Taxonomy Schema Linkbase Document.				
101.CAL	XBRL Taxonomy Calculation Linkbase Document.				
101.DEF	XBRL Taxonomy Definition Linkbase Document.				
101.LAB	XBRL Taxonomy Labels Linkbase Document.				
101.PRE	XBRL Taxonomy Presentation Linkbase Document.				

* Indicates a management contract or compensatory plan or arrangement.

□ The Registrant has omitted portions of the relevant exhibit and filed such exhibit separately with the Securities and Exchange Commission pursuant to a request for confidential treatment under Rule 406 under the Securities Act of 1933, as amended.

† The certifications attached as Exhibit 32.1 that accompany this Annual Report on Form 10-K are deemed furnished and not filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of the Registrant under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Annual Report on Form 10-K, irrespective of any general incorporation language contained in such filing.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this annual report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 22, 2018

BOX, INC.

By: /s/ Aaron Levie

Aaron Levie
Chairman and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Aaron Levie, Dylan Smith, and Peter McGoff, and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Aaron Levie</u> Aaron Levie	Chairman and Chief Executive Officer (Principal Executive Officer)	March 22, 2018
<u>/s/ Dylan Smith</u> Dylan Smith	Chief Financial Officer and Director (Principal Financial Officer)	March 22, 2018
<u>/s/ Jeff Mannie</u> Jeff Mannie	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	March 22, 2018
<u>/s/ Dana Evan</u> Dana Evan	Director	March 22, 2018
<u>/s/ Steven Krausz</u> Steven Krausz	Director	March 22, 2018
<u>/s/ Dan Levin</u> Dan Levin	Director	March 22, 2018

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<hr/> /s/ Rory O'Driscoll Rory O'Driscoll	Director	March 22, 2018
<hr/> /s/ Gary Reiner Gary Reiner	Director	March 22, 2018
<hr/> /s/ Josh Stein Josh Stein	Director	March 22, 2018

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“With our scale, security, open platform, and culture of continuous product innovation, Box is in a unique position to power the digital workplace of the future for the largest and most regulated enterprises in the world.”

—Aaron Levie, CEO and Co-founder, Box



Corporate Headquarters

900 Jefferson Avenue, Redwood City, CA 94063, United States

Global Offices

San Francisco, CA

100 1st Street
13th Floor
San Francisco, CA 94105

New York, NY

386 Park Avenue South
3rd Floor
New York, NY 10016

Austin, TX

600 Congress Avenue
24th Floor
Austin, TX 78701

London, UK

White Collar Factory
1 Old Street Yard
15th Floor
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United Kingdom

Tokyo, Japan

Tekko Building
15th Floor
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