



2019  
Proxy Statement  
and Annual Report



# The Cloud Content Management Company

One platform for secure content management, workflow, and collaboration

Dear Fellow Stockholders,

At Box, our mission is to power how the world works together. And in FY19, we continued to help our customers transform their businesses with Cloud Content Management. Today, 70 percent of the Fortune 500, including AstraZeneca, Coca-Cola, General Electric, and Nationwide use Box to accelerate business processes, power workplace collaboration, and protect their most valuable information.

When we look around the world, business is fundamentally transforming in the digital age. Markets are constantly in flux, as digital disruptors – Netflix, Uber, Airbnb, Amazon – challenge every industry from media to travel and transportation to retail. Hypercompetitive markets demand getting products to market faster and customers expect frictionless, responsive experiences. The speed of business forces companies to collaborate across a growing network of partners, suppliers and contractors. Employees want to use the best technology to stay productive and work with anyone, from anywhere. And simultaneously, companies are dealing with an onslaught of security threats and compliance requirements.

Content is at the center of all of these challenges. In banking, clients expect to execute all of their once in-person and paper-based transactions digitally, while interacting with more informed financial advisors with better insights. In life sciences, the speed at which you can collaborate and leverage data to discover, test and deliver new medicines to market drives increased profits and saves lives. Consumer brands must rapidly respond to market trends by collaborating on products and marketing through a globally-integrated supply chain. And across all industries, employees must be enabled to work with virtual teams, get to the data they need to make better decisions, faster, and work from anywhere.

Ultimately, how we manage, secure, leverage and collaborate on *content* – product specs, campaign assets, financial records, drug research – both inside and outside of our organization is at the heart of digital transformation. Companies that get the most value from their data bring products to market faster, generate better insights, deliver better customer experiences, and are more competitive.

Yet today's technologies are holding enterprises back.

Legacy *Enterprise Content Management (ECM)* systems like OpenText, Documentum, and SharePoint were designed to manage content using legacy, on-premises systems. They make it nearly impossible to share content across the extended enterprise, and are far too complex, rigid, and costly for today's digital environment. Conversely, *Enterprise File Sync and Share (EFSS)* tools like OneDrive, Dropbox or Google Drive, were designed for simple cloud storage and sharing, and don't support the advanced workflow, security and compliance needs of large or regulated enterprises.

Because no single technology can solve an enterprise's broad set of content needs, organizations have been forced to use multiple, disconnected solutions to manage information. The resulting data siloes drive up untold extra costs, slow down or outright break important workflows, and dramatically increase the risk of security failures with a business's critical, proprietary data.

This status quo is untenable in today's digital age.

To drive digital transformation, enterprises must not only enable employees to work in the cloud, but ultimately digitize end-to-end business processes across their supply chain, product development and delivery, customer service, and operations.

Enterprises need *Cloud Content Management* from Box: a single content platform that accelerates business processes, improves employee productivity, and protects a company's most valuable data.

And over this past year, our leadership in Cloud Content Management has only accelerated. We landed wins and expansions with leading enterprises globally – including Canon U.S.A., DARPA, Intuit, JLL, Mitsubishi Motors Corporation, Société Générale U.S., Shiseido Company, and World Fuel Services – who are leveraging Box to power their critical business processes across their organizations.

In FY19, we grew revenue 20% year-over-year to more than \$600 million, delivered another year of positive free cash flow, and ended the year with our first quarter of non-GAAP profitability in Q4. At Box, we constantly set high expectations for ourselves. Despite a challenging Q4 in FY19, we are seeing momentum in the solution selling strategy that we started to implement earlier in the year, and we are encouraged by overall customer momentum and demand for cloud content management. Our customers are using Box for more strategic and complex use cases as demonstrated by our large deal growth and add-on product attach rates. In FY19, the number of deals we closed over \$100,000 was up 28%, compared to a year ago. And we grew the value of our add-on product portfolio by more than 60%, now at roughly 14% of our revenue run rate in Q4 versus roughly 10% a year ago.

But we're just getting started.

When we look at the impact we've had thus far compared to the potential going forward, we know that our most exciting days are ahead. As more businesses recognize they must modernize their technology to support content-centric processes in the cloud, we're aiming to disrupt the \$40B+ market for content management and collaboration. And entering FY20, we have the most exciting product roadmap in our company's history focused entirely on enabling our customers to power their digital business processes and to retire legacy content systems.

This fiscal year, we will be launching and enhancing critical Box products to enable workflow automation with an all new Box Relay, smarter content management with new Metadata solutions and Box Platform, and advanced security, classification, and threat detection with Box Shield. Combined, these capabilities will dramatically enable how customers leverage Box to transform their businesses while also driving net-new revenue streams and, conversely, driving further stickiness for Box within new and existing enterprises.

To bring these new products and capabilities to market, we are focused on refining our solution selling motion to ensure customers see the full power of our platform, while moving them through a journey of leveraging Box for full digital transformation. With these investments, and building on the progress we saw in FY19, we remain more confident than ever in the Cloud Content Management opportunity.

Finally, it's important to recognize the amazing talent and work of nearly 2,000 amazing Boxers globally that have gotten us to where we are and will be fundamental to our future success. We take pride in the incredibly talented and dedicated employees who work at Box and the impact they make for our customers and communities through Box.org. This year, we're proud that Box debuted in Fortune's list of 100 Best Companies to Work For and was ranked in the Top 50 Companies by LinkedIn, and we will continue to focus on building a diverse and inclusive culture where Boxers can do their best work.

Thanks,

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 19, 2019**

Dear Stockholders of Box, Inc.:

We cordially invite you to attend the 2019 annual meeting of stockholders (the “Annual Meeting”) of Box, Inc., a Delaware corporation, which will be held on **Wednesday, June 19, 2019 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/BOX2019](http://www.virtualshareholdermeeting.com/BOX2019) 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 II directors to serve until the 2022 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, 2020; 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 26, 2019 as the record date for the Annual Meeting (the “Record Date”). Only stockholders of record on April 26, 2019 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, 2019, 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, 2019

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**BOX, INC.**  
**PROXY STATEMENT**

**FOR 2019 ANNUAL MEETING OF STOCKHOLDERS**  
**To Be Held at 1:30 p.m. Pacific Time on Wednesday, June 19, 2019**

This proxy statement and the enclosed form of proxy are being provided to you in connection with the solicitation of proxies by our board of directors (the “Board of Directors”) for use at the 2019 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 19, 2019 at 1:30 p.m. Pacific Time. You can attend the Annual Meeting by visiting [www.virtualshareholdermeeting.com/BOX2019](http://www.virtualshareholdermeeting.com/BOX2019), 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, 2019 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.

**Why are we holding a virtual Annual Meeting?**

Similar to previous years, this year we have implemented a virtual format for our Annual Meeting, which will be conducted via live audio webcast and online stockholder tools. We believe a virtual format helps to facilitate stockholder attendance and participation by enabling stockholders to participate fully, and equally, from any location around the world, at no cost (other than any costs associated with your Internet access, such as usage charges from Internet access providers and telephone companies). A virtual Annual Meeting makes it possible for more stockholders (regardless of size, resources or physical location) to have direct access to information more quickly, while saving the company and our stockholders time and money, especially as physical attendance at meetings has dwindled. We also believe that the online tools we have selected will increase stockholder communication. For example, the virtual format allows stockholders to communicate with us in advance of, and during, the Annual Meeting so they can ask questions of our board of directors or management. During the Annual Meeting, we may answer questions submitted during the Annual Meeting and address those asked in advance, to the extent relevant to the business of the Annual Meeting, as time permits.

**What matters am I voting on?**

You will be voting on:

- the election of three Class II directors to serve until our 2022 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, 2020; and
- any other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

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

Our Board of Directors recommends a vote:

- “FOR” the election of Kim Hammonds, Dan Levin and Josh Stein as Class II 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, 2020.

### **Who is entitled to vote?**

Holders of our Class A common stock as of the close of business on April 26, 2019 (the “Record Date”) may vote at the Annual Meeting. As of the Record Date, there were 146,493,501 shares of our Class A common stock outstanding and entitled to vote. Each stockholder will be entitled to one vote on each proposal for each share of our Class A common stock held by them on the Record Date. Stockholders are not permitted to cumulate votes with respect to the election of directors. Our Class A common stock is 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. Withheld votes and 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, 2020, 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](http://www.proxyvote.com), 24 hours a day, seven days a week, until 11:59 p.m. Eastern Time on June 18, 2019 (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 18, 2019 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/BOX2019](http://www.virtualshareholdermeeting.com/BOX2019), 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/BOX2019](http://www.virtualshareholdermeeting.com/BOX2019). 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 19, 2019. 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 David Leeb 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, 2019 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, 2020. 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 2020 annual meeting of stockholders, our Secretary must receive the written proposal at our principal executive offices not later than January 9, 2020. 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 2020 annual meeting of stockholders, our Secretary must receive the written notice at our principal executive offices:

- not earlier than February 23, 2020; and
- not later than the end of the day on March 24, 2020.

In the event that we hold the 2020 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 2020 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 2020 annual meeting of stockholders; or
- the 10th day following the day on which public announcement of the date of our 2020 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 nine members. Six 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, 2019, and certain other information for each of the members of our Board of Directors with terms expiring at the Annual Meeting (who are also nominees for election as a director at the Annual Meeting) and for each of the continuing members of our Board of Directors:

	Class	Age	Position	Director Since	Current Term Expires	Expiration of Term For Which Nominated
<b>Directors with Terms Expiring at the Annual Meeting/Nominees</b>						
Kim Hammonds <sup>(1)</sup>	II	51	Director	2018	2019	2022
Dan Levin	II	55	Director	2010	2019	2022
Josh Stein <sup>(2)(3)</sup>	II	45	Director	2006	2019	2022
<b>Continuing Directors</b>						
Sue Barsamian <sup>(2)(3)</sup>	III	59	Director	2018	2020	—
Rory O’Driscoll <sup>(1)</sup>	III	54	Director	2010	2020	—
Dylan Smith	III	33	Chief Financial Officer and Director	2005	2020	—
Dana Evan <sup>(1)(2)(3)</sup>	I	59	Director	2011	2021	—
Peter Leav <sup>(4)</sup>	I	48	Director	2019	2021	—
Aaron Levie	I	34	Chairman and Chief Executive Officer	2005	2021	—
<b>Non- Continuing Directors</b>						
Steven Krausz <sup>(1)(5)</sup>	I	64	Director	2013	—	—

(1) Member of our Audit Committee

(2) Member of our Compensation Committee

(3) Member of our Nominating and Corporate Governance Committee

(4) Mr. Leav will be appointed to our Board of Directors, effective immediately following the Annual Meeting.

(5) Mr. Krausz will resign from our Board of Directors, effective immediately following the Annual Meeting.

### Nominees for Director

*Kim Hammonds* has served as a member of our Board of Directors since October 2018. Ms. Hammonds served as the Group Chief Operating Officer at Deutsche Bank AG, a global financial services company, from January 2016 to May 2018 and as a member of the Deutsche Bank Management Board from August 2016 to May 2018. She joined Deutsche Bank as Chief Information Officer and Global Co-Head Technology and Operations in November 2013 from The Boeing Company, a global aerospace company. Ms. Hammonds joined Boeing in 2008 and served in a number of capacities, including most recently as Chief Information Officer/Vice President, Global Infrastructure, Global Business Systems from January 2011 to November 2013. Ms. Hammonds joined Boeing from Dell Inc., where she led IT systems development for manufacturing operations in the Americas, and directed global IT reliability and factory systems. Ms. Hammonds currently serves on the board of directors of Cloudera, Inc. a data management, machine learning and advance analytics platform provider, Tenable Holdings, Inc., a provider of cybersecurity solutions, Red Hat, Inc., a provider of open source solutions, Zoom Video Communications, Inc., an enterprise video communications company, and Cumulus Networks, Inc., an open source networking company.

Ms. Hammonds holds a B.S. in Mechanical Engineering from University of Michigan and an MBA in Marketing from Western Michigan University.

Ms. Hammonds was selected to serve on our Board of Directors because of her enterprise IT and global go-to-market strategy experience.

*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.

*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.

### **Continuing Directors**

*Sue Barsamian* has served on our Board of Directors since May 2018. Ms. Barsamian served as the Senior Vice President, Chief Sales and Marketing Officer for HPE Software of Hewlett Packard Enterprise from November 2016 to September 2017 and transitioned this business through its merger with Micro Focus in September 2017. From August 2015 to November 2016, she served as Senior Vice President and General Manager of Enterprise Security Products at Hewlett Packard Enterprise. From 2006 to 2015, she served in various roles at Hewlett Packard. From 2012 to 2017, Ms. Barsamian served on the Board of the National Action Council for Minorities in Engineering (NACME), and she served as Chairman of the Board of NACME from 2016 to 2017. From 2011 to 2017, Ms. Barsamian served as an advisory council member of the Kansas State University College of Engineering Advisory Board. Ms. Barsamian currently serves on the Board of Directors of Symantec Corporation, a cybersecurity software and services company. Ms. Barsamian holds a Bachelor of Science degree with honors in electrical engineering from Kansas State University. She completed her post-graduate studies at the Swiss Federal Institute of Technology in Zurich, Switzerland.

Ms. Barsamian was selected to serve on our Board of Directors because of her enterprise software sales and global go-to-market strategy experience.

*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.

*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.

*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 Farfetch Limited, a global technology platform for the luxury fashion industry, SVMK Inc. (Survey Monkey), an online survey development cloud-based software, Domo, Inc., a business intelligence tools and data visualization company, 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. On April 4, 2019, it was announced that Ms. Evan was selected as Director of the Year by the National Association of Corporate Directors (NACD). 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 until his resignation effective immediately following the Annual Meeting. 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.

*Peter Leav* will serve as a member of our Board of Directors, effective following the conclusion of the Annual Meeting. Mr. Leav served as President, Chief Executive Officer, and Director of BMC Software, Inc., a management solutions software company, from December 2016 to April 2019. Prior to joining BMC, Mr. Leav served as President, Chief Executive Officer, and Director of Polycom, Inc., a video, voice, and content solution company, from December 2013 through September 2016. Prior to joining Polycom, Mr. Leav served as Executive Vice President and President, Industry and Field Operations of NCR Corporation, a global technology company, from June 2012 to November 2013, as Executive Vice President, Global Sales, Professional Services and Consumables of NCR from November 2011 to June 2012, and as Senior Vice President, Worldwide Sales of NCR from January 2009 to October 2011. Prior to joining NCR, he served as Corporate Vice President and General Manager of Motorola, Inc., a provider of mobility products and solutions across broadband and wireless networks, from November 2008 to January 2009, as Vice President and General Manager from December 2007 to November 2008, and as Vice President of Sales from December 2006 to December 2007. From November 2004 to December 2006, Mr. Leav was Director of Sales for Symbol Technologies, Inc., an information technology company. Prior to this position, Mr. Leav was regional sales manager at Cisco Systems, Inc., a

manufacturer of communications and information technology networking products, from July 2000 to November 2004. Mr. Leav served on the board of directors of HD Supply, Inc., an industrial distributor company, from October 2014 to July 2017. Mr. Leav holds a bachelor's degree from Lehigh University.

Mr. Leav was selected to serve on our Board of Directors because of his general management, technology, communications and global go-to-market strategy and operations experience.

*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.

### **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, Barsamian and Hammonds or Messrs. Krausz, Leav, O'Driscoll 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 and Stockholder Meetings and Committees**

During our fiscal year ended January 31, 2019, our Board of Directors held seven 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. Five directors attended our 2018 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 Hammonds and Mr. O'Driscoll, with Ms. Evan serving as the chair. Ms. Hammonds joined the Audit Committee in October 2018. Mr. Krausz will resign from our Board of Directors and the Audit Committee effective immediately following the Annual Meeting. Following his appointment to the Board of Directors after the conclusion of the Annual Meeting, Mr. Leav will join the Audit Committee. 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 and that simultaneous service by Ms. Evan on the audit committee of more than three public companies does not impair her ability to effectively serve on our Audit Committee. 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;
- pre-approving the audit services and 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, 2019, our Audit Committee held five meetings.

### *Compensation Committee*

During our fiscal year ended January 31, 2019, our Compensation Committee consisted of Messrs. O’Driscoll, Stein and Ms. Evan, with Mr. Stein serving as the chair. In April 2018, Ms. Evan joined our Compensation Committee and in May 2019, subsequent to the end of fiscal year 2019, Ms. Barsamian joined our Compensation Committee, replacing Mr. O’Driscoll. 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. 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, 2019, our Compensation Committee held five meetings.

### *Nominating and Corporate Governance Committee*

During our fiscal year ended January 31, 2019, our Nominating and Corporate Governance Committee consisted of Mses. Evan and Barsamian and Mr. Stein, with Ms. Evan serving as the chair. In April 2018, Ms. Evan was appointed chair of the committee, and in June 2018, Ms. Barsamian joined our Nominating and Corporate Governance 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.box.com/investors>. During our fiscal year ended January 31, 2019, 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 2020 annual meeting of stockholders, our General Counsel or Legal Department must receive the nomination no earlier than February 23, 2020 and no later than March 24, 2020.

### **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 2019*

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, 2019.

<u>Director<sup>(1)</sup></u>	<u>Fees Earned or Paid in Cash (\$)</u>	<u>Option Awards(\$)<sup>(2)</sup></u>	<u>Stock Awards(\$)<sup>(2)</sup></u>	<u>Total(\$)</u>
Sue Barsamian . . . . .	22,690	225,639	247,978	496,308
Dana Evan <sup>(3)</sup> . . . . .	63,708	95,539	107,308	266,555
Kim Hammonds . . . . .	10,946	174,308	189,634	374,887
Steven Krausz <sup>(3)(4)</sup> . . . . .	38,000	95,539	107,308	240,847
Dan Levin <sup>(5)</sup> . . . . .	—	—	—	—
Rory O'Driscoll <sup>(3)</sup> . . . . .	58,000	95,539	107,308	260,847
Gary Reiner <sup>(6)</sup> . . . . .	—	—	—	—
Josh Stein <sup>(3)</sup> . . . . .	46,000	95,539	107,308	248,847

- (1) Peter Leav will join our Board of Directors following the conclusion of the Annual Meeting, subsequent to the end of fiscal year 2019, and is therefore not included in the table above.
- (2) 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 11 to our audited consolidated financial statements included in our Annual Report on Form 10-K, as filed with the SEC on March 20, 2019.
- (3) As of January 31, 2019, each of Ms. Evan and Messrs. Krausz, O'Driscoll and Stein held an option to purchase 7,398 shares of our Class A common stock and 3,699 RSUs. 100% of the shares of our Class A common stock subject to these options and underlying the RSUs vest on June 19, 2019.
- (4) Mr. Krausz will resign from our Board of Directors effective immediately following the Annual Meeting.
- (5) Per Mr. Levin's Transition Employment Letter dated July 11, 2017, Mr. Levin will not receive or accrue any compensation under the Company's Outside Director Compensation Policy until the first annual meeting of stockholders at which he is reelected after his resignation as an employee.
- (6) Mr. Reiner resigned from our Board of Directors on October 15, 2018. He had also waived his cash and equity fees throughout his service on our Board of Directors.

Our directors who are also our employees receive no additional compensation for their service as directors. During our fiscal year ended January 31, 2019, Messrs. Levie and Smith were our employees. See the section titled "Executive Compensation" for additional information about the compensation paid to Messrs. Levie and Smith.



**PROPOSAL NO. 1  
ELECTION OF DIRECTORS**

Our Board of Directors is currently comprised of nine 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 II 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, Kim Hammonds, Dan Levin and Josh Stein, as nominees for election as Class II directors at the Annual Meeting. If elected, each of Ms. Hammonds and Messrs. Levin and Stein will serve as Class II directors until our 2022 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 Ms. Hammonds and Messrs. Levin and Stein. We expect that each of Ms. Hammonds and Messrs. Levin and Stein 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 2020 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 (“EY”), independent registered public accountants, to audit our consolidated financial statements for our fiscal year ending January 31, 2020. During our fiscal year ended January 31, 2019, E&Y served as our independent registered public accounting firm.

Notwithstanding the appointment of EY 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 EY as our independent registered public accounting firm for our fiscal year ending January 31, 2020. Our Audit Committee is submitting the appointment of EY 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 EY 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 EY, 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 EY for our fiscal years ended January 31, 2018 and 2019.

	<u>2018</u>	<u>2019</u>
Audit Fees <sup>(1)</sup> . . . . .	\$2,782,241	\$2,840,475
Audit-Related Fees <sup>(2)</sup> . . . . .	\$ 361,355	\$ 230,838
Tax Fees <sup>(3)</sup> . . . . .	\$ 231,713	\$ 210,967
Total Fees . . . . .	<u>\$3,375,309</u>	<u>\$3,282,280</u>

- (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 Sections (“ASC Topic”) 606 and 842, 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 Statements 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, EY. Our Audit Committee has determined that the rendering of non-audit services for tax compliance, tax planning and tax consulting advice by EY is compatible with maintaining the independence of EY.

**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 EY for our fiscal years ended January 31, 2018 and 2019 were pre-approved by our Audit Committee.

**Vote Required**

The ratification of the appointment of EY 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 (“EY”), 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 EY;
- discussed with EY 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 EY 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 EY its independence.

Based on the Audit Committee’s review and discussions with management and EY, 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, 2019 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)  
Kim Hammonds  
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, 2019. 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 .....	34	Chairman and Chief Executive Officer
Dylan Smith .....	33	Chief Financial Officer and Director
Stephanie Carullo .....	50	Chief Operating Officer

*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.

## 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, 2019, our named executive officers were:

- Aaron Levie, our Chairman and Chief Executive Officer;
- Dylan Smith, our Chief Financial Officer;
- Stephanie Carullo, our Chief Operating Officer; and
- Pete McGoff, who served as our Chief Legal Officer until his resignation, effective June 1, 2018.

### Executive Summary

#### *Fiscal 2019 Performance*

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. Box provides a single content platform that accelerates business processes, improves employee productivity and protects an organization's most valuable data. 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.

In our fiscal year ended January 31, 2019, 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 2019 was a record \$608.4 million, an increase of 20% from fiscal year 2018.
- *Non-GAAP Operating Loss:* Our non-GAAP operating loss in fiscal year 2019 was \$14.9 million, or 2% of revenue, which was a significant improvement over our prior fiscal year non-GAAP operating loss of \$56.0 million, or 11% of revenue.
- *Billings:* Our billings for fiscal year 2019 were \$672.9 million, an increase of 15% from fiscal year 2018.
- *Cash flow from operating activities:* Our net cash provided by operating activities in fiscal year 2019 totaled \$55.3 million. This is compared to net cash provided by operating activities of \$35.4 million in fiscal year 2018, which was adjusted as a result of our adoption of Accounting Standards Update 2016-18, *Statement of Cash Flows: Restricted Cash*, in fiscal year 2019.
- *Free cash flow:* Our free cash flow in fiscal year 2019 was \$13.8 million, an increase of \$6.3 million from \$7.5 million in fiscal year 2018. As a result, we delivered on our commitment to achieve positive free cash flow for the full year of fiscal year 2019.



Revenue and non-GAAP operating loss were elements of our incentive compensation plan for fiscal year 2019. 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 20, 2019, for a more detailed discussion of our fiscal year 2019 financial results and, beginning on page 62 of that Annual Report on Form 10-K, a discussion regarding, and reconciliation of, our non-GAAP to GAAP financial measures.

### ***Fiscal 2019 Executive Compensation Highlights***

For our fiscal year ended January 31, 2019, the key highlights of our executive compensation program included:

- Below Market Short-Term CEO Compensation. Throughout his tenure as our Chief Executive Officer, Mr. Levie has expressed a preference to our Compensation Committee that his short-term compensation be modest so we could invest in other areas of the business. Mr. Levie maintained this preference in fiscal year 2019 and as such, his base salary and target total short-term compensation is well below the 25th percentile in our compensation peer group.
- Pay for Performance – Annual Incentive Compensation Payouts. A significant portion of our named executive officers’ compensation was in variable incentive compensation to promote our pay for performance philosophy. Awards earned under this incentive compensation plan were calculated in dollar amounts (based on 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) and were then converted and paid out in immediately-vested restricted stock units having an equivalent cash value to the award earned. While we exceeded each of the corporate goals linked to our incentive compensation plan for fiscal year 2019, our Compensation Committee elected to reduce the payout amounts in light of our performance in the quarter ended January 31, 2019.
- Peer Group. We modified our compensation peer group to add three new companies and remove three former members of the compensation peer group that had been acquired and were no longer relevant. Consistent with best practices, the three new companies were selected based on their revenue, market capitalization and growth trajectory when the compensation peer group was determined.
- Increases to Target Short-Term Compensation. In fiscal year 2019, we maintained the target bonus percentages of our named executive officers. We increased Mr. Smith’s base salary, raising his overall target short-term compensation, to be more competitive with similarly situated executives of our compensation peer group. Although Mr. Levie’s short-term compensation was well below comparable compensation for the CEOs of our peer group in fiscal year 2019, Mr. Levie continued to prefer to receive modest short-term compensation and declined our Compensation Committee’s recommendation to increase his target bonus percentage and base salary.
- Performance-based Stock Options. In prior years, Mr. Levie requested that any equity awards he would have otherwise been granted be re-allocated to the overall equity budget used for issuance to our employees. In fiscal year 2019, Mr. Levie agreed to accept an equity award provided the performance conditions were sufficiently challenging to ensure vesting would coincide with increased stockholder value. To further align our stockholders’ interests with Messrs. Levie’s and Smith’s interests, stock options were granted in the form of performance-based stock options to Messrs. Levie and Smith in fiscal year 2019. The awards increased Messrs. Levie’s and Smith’s total unvested equity to a level competitive with that provided by companies in our compensation peer group. These performance-based stock options vest only to the extent that both the performance-based and time-based conditions are satisfied. The performance-based vesting condition will be satisfied if, before the four-year anniversary of the grant date, the closing price of our Class A common stock is maintained at or above \$28.00 per share for a period of 30 consecutive trading days. The time-based vesting condition will be satisfied over the following four-year schedule: 1/4th of the vesting condition is satisfied on March 20, 2019, and the remaining 1/48th of the option’s time-based vesting condition is satisfied monthly thereafter, subject to continued employment through each such date. Because she joined the Company



in August 2017, Ms. Carullo did not receive additional equity award grants as part of our annual focal review as she had not yet satisfied our requirement that an employee must have provided services to the Company for at least 12 months in order to be eligible to receive an annual equity award.

### ***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:

Element	Reasons for Providing Element
Base Salary . . . . .	Provide our named executive officers compensation for their services based on their knowledge, skills, past performance, and experience
Variable 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 2018 Stockholder Advisory Vote on Compensation of Named Executive Officers***

We conducted a Say-on-Pay vote at our 2018 annual meeting of stockholders. 99.1% 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 2019, 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 2019, typically, our Chief Executive Officer, Chief Financial Officer, Chief People Officer and our General Counsel, and certain other management team members, attended Compensation Committee meetings and were involved in the determination of compensation for our other executive officers. 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 each individual's 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, 2019, 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 June 2018, which included the target total short-term compensation increases and equity awards approved in April 2018, our compensation peer group was 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.

In June 2018, our Compensation Committee re-analyzed our compensation peer group to inform its executive compensation review and, in light of the growth in size of one company and the acquisition of two companies in our peer group, removed three companies from and added three 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 \$200 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 2019 were:

<u>Compensation Peer Group Entering Fiscal Year 2019</u>		<u>Compensation Peer Group Revised in Fiscal Year 2019 for Decisions after June 2018</u>
Barracuda Networks, Inc.	Removed	
Benefitfocus, Inc.		Benefitfocus, Inc.
Cloudera, Inc.		Cloudera, Inc.
Cornerstone OnDemand Inc.		Cornerstone OnDemand Inc.
	Added	DocuSign, Inc.
FireEye, Inc.		FireEye, Inc.
Gigamon Inc.	Removed	
Guidewire Software, Inc.		Guidewire Software, Inc.
	Added	Hortonworks, Inc.
HubSpot, Inc.		HubSpot, Inc.
Imperva Inc.		Imperva Inc.
LogMeIn, Inc.		LogMeIn, Inc.
New Relic, Inc.		New Relic, Inc.
Nutanix, Inc.		Nutanix, Inc.
Okta, Inc.		Okta, Inc.

<u>Compensation Peer Group Entering Fiscal Year 2019</u>		<u>Compensation Peer Group Revised in Fiscal Year 2019 for Decisions after June 2018</u>
	Added	Pivotal Software, Inc. Proofpoint Inc. RingCentral, Inc.
Proofpoint Inc. RingCentral, Inc. Splunk Inc.	Removed	Tableau Software Inc. Twilio Inc. Yelp 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 short-term 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, 2019.

#### *Base Salary*

Base salary is the main fixed element of our named executive officers' short-term 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 2018, Mr. Smith received an increase in base salary from \$340,000 to \$350,000 to be more competitive with similarly situated executives at the companies in our compensation peer group. Our Compensation Committee did not make any adjustments to the base salaries of our other named executive officers.

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 2019</u>	<u>Base Salary Effective April 1, 2018</u>
Mr. Levie .....	\$180,000	\$180,000
Ms. Carullo .....	\$370,000	\$370,000
Mr. Smith .....	\$340,000	\$350,000

The total base salaries paid to our named executive officers during our fiscal year ended January 31, 2019 are listed in the “*Summary Compensation Table*” below.

***Non-Equity Incentive Plan Compensation***

We use performance-based 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 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. Payments under our incentive compensation plan may be made in cash or cash equivalents at the discretion of our Compensation Committee.

*Fiscal Year 2019 Bonus Plan.*

- *Overview & Structure.* In April 2018, our Compensation Committee adopted and approved the performance criteria and targets for fiscal year 2019 under our omnibus Executive Incentive Plan (the “Fiscal 2019 Executive Bonus Plan”). Effective April 2018, the Fiscal 2019 Executive Bonus Plan provided for potential performance-based incentive payouts to all non-sales employees at the grade of director or higher, including our named executive officers.

The Fiscal 2019 Executive Bonus Plan provided opportunities for 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 2019 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 2018, 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 2019, our Compensation Committee maintained the percentages for our named executive officers from those determined for fiscal year 2018.

The target annual incentive compensation opportunities established for fiscal year 2019 for our named executive officers who remain with us (Mr. McGoff was not paid an annual incentive for fiscal year 2019) were:

<u>Named Executive Officer</u>	<u>Fiscal Year 2019 Target Annual Incentive Compensation Opportunity (as a % of base salary for Fiscal 2019)</u>	<u>Fiscal Year 2019 Target Annual Incentive Compensation Opportunity</u>
Mr. Levie .....	55%	\$ 99,000
Ms. Carullo .....	55%	\$203,500
Mr. Smith .....	55%	\$191,596

- Corporate Performance Measures.* To measure performance for the Fiscal 2019 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 2019 Executive Bonus Plan.

The targets required for 100% achievement under our Fiscal 2019 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 . . . . .	\$605.0	\$608.4	100.6%
Non-GAAP Operating Loss . . . . .	\$ 23.6	\$ 14.9	136.9%

- 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, 2019. 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 loss 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.
- Performance in Fiscal Year 2019 and Related Payout.* For fiscal year 2019, we exceeded the Fiscal 2019 Executive Bonus Plan as follows: (1) approximately 100.6% achievement in revenue and (2) approximately 136.9% achievement in non-GAAP operating loss. The revenue measure achievement resulted in a payout percentage of 100.6% of target and the non-GAAP operating loss measure achievement resulted in a payout percentage of 110% of target. As each metric was weighted 50%, this resulted in a calculated payout percentage of approximately 105.3%. In light of corporate performance for the quarter ended January 31, 2019, the Compensation Committee exercised its discretion to adjust the payouts for our named executive officers down to approximately 70% of their bonus targets. Additionally, Mr. Levie declined to receive any payout under the Fiscal 2019 Executive Bonus Plan. The total payouts to our named executive officers under the Fiscal 2019 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	—
Ms. Carullo . . . . .	\$203,500	\$142,000
Mr. Smith . . . . .	\$191,596	\$134,000

The payouts were made in the form of fully vested restricted stock units. The number of restricted stock units each named executive officer received equaled the dollar value of his or her actual award payment divided by the average closing price of a share of our Class A common stock for the 30-trading day period ending the trading date before the grant date.

The dollar values of the incentive awards earned by our named executive officers under the Fiscal 2019 Executive Bonus Plan are listed in the “*Non-Equity Incentive Compensation*” column of the “*Summary Compensation Table*” below. As described above and in the footnotes to the 2018 Summary Compensation Table, each earned incentive award was paid in the form of fully vested restricted units that are listed in the “*Grants of Plan-Based Awards in Fiscal Year 2019*” 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 short-term 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; and internal equity considerations.

In April 2018, 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. Levie, Smith and McGoff 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 performance-based stock option covering 400,000 shares to Mr. Levie, (ii) a performance-based stock option covering 250,000 shares to Mr. Smith and (iii) an award of 40,000 restricted stock units to Mr. McGoff.

Messrs. Levie and Smith received performance-based stock options (instead of receiving awards of restricted stock units) because the Compensation Committee believed it appropriate to more directly tie their incentive opportunity to increases in stockholder value. These performance-based stock options vest only to the extent that both the performance-based and time-based conditions are satisfied. The performance-based vesting condition will be satisfied if, before the four-year anniversary of the grant date, the closing price of our Class A common stock is maintained at or above \$28.00 per share for a period of 30 consecutive trading days. The time-based vesting condition will be satisfied over the following four-year schedule: 1/4th of the vesting condition is satisfied on March 20, 2019, and the remaining 1/48th of the option’s time-based vesting condition is satisfied monthly thereafter, subject to continued employment through each such date.



Mr. McGoff's award of restricted stock units was scheduled to vest as to 1/4<sup>th</sup> of the award on March 20, 2019, and 1/16<sup>th</sup> of the award was scheduled to vest each quarter thereafter, subject to his continued service with us through the applicable vesting date. No portion of Mr. McGoff's award of restricted stock units vested prior to his resignation, effective June 1, 2018, at which time all of the restricted stock units were forfeited.

### ***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, 2019, 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 2019, 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. 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, 2019, Mr. Smith had an active 10b5-1 trading plan. 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 of 1986 (“Section 162(m)”), as amended, limits the amount we may deduct from our federal income taxes for compensation paid to any person who has served as our CEO, CFO, and each of our next three most highly compensated executive officers (“covered employees”) to \$1 million per executive. Prior to the passage of the Tax Cuts and Jobs Act (“Tax Act”) that was signed into law on December 22, 2017, the deduction limitation provided an exception for amounts that constituted qualified “performance-based compensation,” amounts paid to our CFO or amounts paid to individuals who were no longer named executive officers. The Tax Act eliminated the “performance-based compensation” exception for tax years beginning after December 31, 2017, but provided transition relief for compensation arrangements that existed pursuant to a written binding contract that was in effect on November 2, 2017, and which was not materially modified after that date. Additionally, the Tax Act expanded the group of covered employees to include the CFO and mandated that if an executive was considered a covered employee during any tax year beginning on or after January 1, 2017, the executive will be considered a covered employee for all subsequent years, regardless of employment status. As a result, any amounts paid in excess of \$1 million to a named executive during or after the first tax year that the executive becomes a covered employee will not be deductible.

### ***“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, 2019, 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, 2019.

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 2019**

<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary(\$)</b>	<b>Bonus(\$)<sup>(1)</sup></b>	<b>Stock Awards(\$)<sup>(2)</sup></b>	<b>Option Awards(\$)<sup>(2)</sup></b>	<b>Non-Equity Incentive Plan Compensation (\$)<sup>(3)</sup></b>	<b>All Other Compensation (\$)<sup>(4)</sup></b>	<b>Total Compensation (\$)</b>
Aaron Levie . . . . .	2019	180,000	—	—	3,168,000	—	231	3,348,231
<i>Chief Executive Officer</i>	2018	180,000	—	—	—	95,000	200	275,200
	2017	180,000	—	—	—	105,000	400	285,400
Stephanie Carullo . . . . .	2019	370,000	—	—	—	142,000	496	512,496
<i>Chief Operating Officer</i>	2018	185,000	—	3,802,000	3,074,040	108,000	139	7,169,179
Dylan Smith . . . . .	2019	348,333	—	—	1,980,000	134,000	296	2,462,629
<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
Peter McGoff <sup>(5)</sup> . . . . .	2019	117,992	—	811,200	—	—	148	929,340
<i>Former 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

(1) The amount reported represents discretionary bonus earned in fiscal year 2017.

(2) The amounts reported represent the grant date fair value of the awards granted to the named executive officers during fiscal years 2019, 2018 and 2017 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 11 to our audited consolidated financial statements included in our Annual Report on Form 10-K for our fiscal year ended January 31, 2019. The performance-based stock options granted to Mr. Smith in fiscal year 2018 and to Messrs. Levie and Smith in fiscal year 2019 provide that the options will become eligible to vest according to the time-based vesting schedule if the applicable performance condition is met; assuming the performance condition is met, the actual level of performance does not otherwise determine the number of shares subject to the options that may vest. 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 2019, 2018 and 2017 by the named executive officers under the Executive Incentive Plan. The material terms of the incentive compensation awards are

described in the section titled “Executive Compensation Program Elements—Non-Equity Incentive Plan Compensation.” In fiscal year 2019, the amounts reported were paid in the form of fully vested restricted stock units. The number of restricted stock units granted and the grant date fair value of such restricted stock units, as computed in accordance with FASB ASC Topic 718, are set forth in “*Grants of Plan-Based Awards in Fiscal Year 2019*” table below. For fiscal years 2018 and 2017, the earned amounts were paid in cash. In fiscal year 2019, Mr. Levie declined to receive a payout 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) Mr. McGoff resigned as our Chief Legal Officer, effective June 1, 2018.

### Grants of Plan-Based Awards in Fiscal Year 2019

The following table sets forth information regarding grants of plan-based awards made to our named executive officers during fiscal year 2019.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under 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 (\$) <sup>(2)</sup>
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (\$)	Target (\$) <sup>(1)</sup>	Maximum (\$)				
Aaron Levie	—	—	\$ 99,000 <sup>(3)</sup>	—	—	—	—	—	—	—	—
	4/10/18	—	—	—	—	400,000	—	—	20.28	3,168,000	—
Stephanie Carullo	—	—	\$203,500 <sup>(3)</sup>	—	—	—	—	—	—	—	—
	4/3/19	—	—	—	—	—	—	6,613 <sup>(4)</sup>	—	—	133,054 <sup>(5)</sup>
Dylan Smith	—	—	\$191,596 <sup>(3)</sup>	—	—	—	—	—	—	—	—
	4/10/18	—	—	—	—	250,000	—	—	20.28	1,980,000	—
	4/3/19	—	—	—	—	—	—	6,241 <sup>(4)</sup>	—	—	125,569 <sup>(5)</sup>
Peter McGoff	—	—	\$175,000 <sup>(3)</sup>	—	—	—	—	—	—	—	—
	4/10/18	—	—	—	—	—	—	40,000 <sup>(6)</sup>	—	—	811,200

- (1) The amounts reported represent the grant date fair value of the performance-based stock options granted to Messrs. Levie and Smith in fiscal year 2019 (as computed in accordance with FASB ASC Topic 718), each of which provides only for a single estimated payout.
- (2) 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 11 to our audited consolidated financial statements included in our Annual Report on Form 10-K for our fiscal year ended January 31, 2019.
- (3) There is no threshold amount under our Fiscal 2019 Executive Bonus Plan because our Compensation Committee exercises discretion to determine the actual payouts and, therefore, there is no minimum amount payable for a certain level of performance.
- (4) The amounts reported represent the number of fully vested restricted stock units issued in settlement of the incentive awards earned by Ms. Carullo and Mr. Smith under the Fiscal 2019 Executive Bonus Plan.
- (5) The amounts reported represent the grant date fair value of the fully vested restricted stock units issued in settlement of the incentive awards earned by Ms. Carullo and Mr. Smith under the Fiscal 2019 Executive Bonus Plan, as computed in accordance with FASB ASC Topic 718.
- (6) This amount includes Mr. McGoff’s restricted stock units, which were canceled in connection with his resignation in June 2018.

## Outstanding Equity Awards at 2019 Fiscal Year-End

The following table provides information regarding equity awards held by our named executive officers at January 31, 2019.

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 (\$) <sup>(1)</sup>
Aaron Levie . . . . .	07/15/2010 <sup>(2)</sup>	588,841	—	0.29	07/14/2020	—	—
	04/07/2011 <sup>(2)</sup>	25,000	—	0.59	04/06/2021	—	—
	04/02/2012 <sup>(2)</sup>	770,000	—	1.16	04/01/2022	—	—
	04/02/2012 <sup>(2)</sup>	410,000	—	4.00	04/01/2022	—	—
	04/02/2012 <sup>(2)</sup>	410,000	—	4.00	04/01/2022	—	—
	04/27/2012 <sup>(2)</sup>	410,000	—	4.00	04/26/2022	—	—
	04/10/2018 <sup>(3)</sup>	—	400,000	20.28	04/10/2028	—	—
Stephanie Carullo . . .	08/01/2017 <sup>(4)</sup>	141,666	258,334	19.01	08/01/2027	—	—
	08/01/2017 <sup>(5)</sup>	—	—	—	—	137,500	2,876,500
Dylan Smith . . . . .	04/07/2011 <sup>(2)</sup>	17,362	—	0.59	04/06/2021	—	—
	04/01/2012 <sup>(2)</sup>	140,000	—	1.16	03/31/2022	—	—
	04/01/2012 <sup>(2)</sup>	240,000	—	1.16	03/31/2022	—	—
	02/07/2013 <sup>(2)</sup>	140,000	—	4.63	02/06/2023	—	—
	04/03/2014 <sup>(2)</sup>	140,000	—	17.85	04/02/2024	—	—
	01/02/2015 <sup>(6)</sup>	115,000	5,000	14.05	01/02/2025	—	—
	06/18/2015 <sup>(6)</sup>	32,583	1,417	17.52	06/18/2025	—	—
	04/09/2017 <sup>(7)</sup>	103,125	121,875	16.68	04/09/2027	—	—
04/09/2017 <sup>(8)</sup>	103,125	121,875	16.68	04/09/2027	—	—	
	04/10/2018 <sup>(3)</sup>	—	250,000	20.28	04/10/2028	—	—

- (1) This column represents the market value of the shares underlying the RSUs or restricted stock as of January 31, 2019, based on the closing price of our Class A common stock, as reported on the NYSE, of \$20.92 per share on January 31, 2019.
- (2) The stock option is fully vested and exercisable.
- (3) One fourth of the shares subject to the option vested on March 20, 2019, and one forty-eighth of the shares vest monthly thereafter, subject to both (i) continued service to Box through each applicable vesting date, and (ii) prior to April 11, 2022, the closing stock price of the Company's Class A common stock having closed at or above \$28.00 for 30 consecutive trading days. If the performance condition in clause (ii) is not met prior to April 11, 2022, then no options will vest and all will be forfeited. The performance condition in clause (ii) need only be met one time prior to April 11, 2022 in order for it to be satisfied. If the performance condition is achieved, the options will expire on the 10th anniversary of the grant date.
- (4) One fourth of the shares subject to the option vested 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 vested 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 March 20, 2016 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, 2018 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 (i) continued service to us and (ii) prior to the fourth anniversary of the grant date, 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. If the performance condition in clause (ii) is not met prior to the fourth anniversary of the grant date, no portion of the option will vest, and the entire option will be forfeited. The performance condition in clause (ii) need only be met one time prior to the fourth anniversary of the grant date in order for it to be satisfied.

### Option Exercises and Stock Vested in Fiscal Year 2019

The following table sets forth the number of shares of common stock acquired during our fiscal year 2019 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.

<u>Name</u>	<u>Options Awards</u>		<u>Stock Awards</u>	
	<u>Number of Shares Acquired on Exercise (#)</u>	<u>Value Realized on Exercise (\$)<sup>(1)</sup></u>	<u>Number of Shares Acquired on Vesting (#)</u>	<u>Value Realized on Vesting (\$)<sup>(2)</sup></u>
Aaron Levie . . . . .	—	—	—	—
Stephanie Carullo . . . . .	—	—	62,500	1,421,250
Dylan Smith . . . . .	—	—	—	—
Peter McGoff . . . . .	194,530	3,519,263	30,392	659,202

- (1) The value realized on exercise is the difference between the market price of the shares of our common stock underlying the options when exercised and the applicable exercise price.
- (2) 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, 2019.

### 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. 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. McGoff) upon the named executive officer's termination under certain circumstances, pursuant to the named executive officer's change in control agreement. Mr. McGoff did not become entitled to receive any payments or benefits under his change in control and severance agreement, or otherwise, in connection with his resignation as Chief Legal Officer effective June 2018 and therefore he is not included in the tabular disclosure 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 and Smith 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, “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 2019 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, 2019, 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 or 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 <sup>(1)</sup>	256,000	—
	Stock Awards <sup>(2)</sup>	—	—
	Health Coverage <sup>(3)</sup>	19,307	9,654
	<b>Total</b>		<b>554,307</b>
Stephanie Carullo . . . . .	Salary	370,000	185,000
	Bonus	203,500	—
	Stock Options <sup>(1)</sup>	382,000	—
	Stock Awards <sup>(2)</sup>	2,092,000	—
	Health Coverage <sup>(3)</sup>	19,554	9,777
	<b>Total</b>		<b>3,067,500</b>
Dylan Smith . . . . .	Salary	350,000	175,000
	Bonus	191,596	—
	Stock Options <sup>(1)</sup>	1,232,683	—
	Stock Awards <sup>(2)</sup>	—	—
	Health Coverage <sup>(3)</sup>	28,099	14,049
	<b>Total</b>		<b>1,802,378</b>

- (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 the New York Stock Exchange on January 31, 2019, which was \$20.92 per share. Does not reflect any dollar value associated with the acceleration of unvested stock options with exercise prices in excess of \$20.92 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, 2019, which was \$20.92 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.



## 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 2019:

- Mr. Levie's annual total compensation, as reported in the "Summary Compensation Table for Fiscal Year 2019" table included in this proxy statement, was \$3,348,231.
- The median of the annual total compensation of all employees (other than Mr. Levie) of the Company (including our consolidated subsidiaries) was \$181,000.
- Based on the above, for fiscal year 2019, the ratio of Mr. Levie's annual total compensation to the median of the annual total compensation of all employees was 18.5 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.

For purposes of determining the median employee for fiscal year 2018, 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 were U.S. employees, and approximately 246 (or approximately 13.8% of our total employee population on that date) of whom were located outside of the United States. We then compared the annualized base salaries, bonuses earned, commissions earned and equity compensation of these employees (other than Mr. Levie) to determine the median employee for fiscal year 2018.

Our median employee used for our fiscal year 2018 analysis is no longer employed by Box. For our fiscal year 2019 analysis, we have substituted an employee whose fiscal year 2018 compensation was the closest in proximity to the fiscal year 2018 median employee. Other than the substitution of our median employee, there have been no changes in our employee population or employee compensation arrangements that we believe would significantly impact the pay ratio. Once we identified our new 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 2019" table included in this proxy statement.



## EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes our equity compensation plan information as of January 31, 2019. 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<sup>(1)</sup></u>	<u>(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))<sup>(2)</sup></u>
Equity compensation plans approved by stockholders .....	Class A	9,096,961	\$9.01	21,517,481
Equity compensation plans not approved by stockholders .....		—	—	—
<u>Total .....</u>	Class A	9,096,961	\$9.01	21,517,481

- (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: 18,476,185 shares from the Box, Inc. 2015 Equity Incentive Plan (2015 Plan) and 1,957,913 shares from the Box, Inc. 2015 Employee Stock Purchase Plan (ESPP). There were 828,959 shares purchased in our most recent ESPP purchase date on March 15, 2019. 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, 2019, the number of shares of Class A common stock available for issuance under our 2015 Plan and our ESPP increased by 7,215,537 shares and 1,443,107, respectively, pursuant to these provisions. These increases are not reflected in the table above.

## 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, 2019 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;
- 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 146,307,119 shares of our Class A common stock outstanding as of March 31, 2019. 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, 2019 and issuable upon the vesting of RSUs held by the person within 60 days of March 31, 2019. 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.

<u>Name of Beneficial Owner</u>	<u>Number of Class A Shares</u>	<u>Percent of Class A Shares Outstanding</u>
<b>5% Stockholders:</b>		
The Vanguard Group, Inc. <sup>(1)</sup> . . . . .	14,527,603	9.90%
Bares Capital Management, Inc. <sup>(2)</sup> . . . . .	9,700,800	6.60%
BlackRock, Inc. <sup>(3)</sup> . . . . .	9,820,418	6.70%
<b>Named Executive Officers and Directors:</b>		
Aaron Levie <sup>(4)</sup> . . . . .	5,316,529	3.60%
Dylan Smith <sup>(5)</sup> . . . . .	2,363,541	1.60%
Stephanie Carullo <sup>(6)</sup> . . . . .	220,134	*
Sue Barsamian <sup>(7)</sup> . . . . .	9,046	*
Dana Evan <sup>(8)</sup> . . . . .	146,884	*
Kim Hammonds <sup>(9)</sup> . . . . .	10,496	*
Steven Krausz <sup>(10)</sup> . . . . .	44,714	*
Peter Leav <sup>(11)</sup> . . . . .	—	*
Dan Levin <sup>(12)</sup> . . . . .	1,471,887	*
Rory O'Driscoll <sup>(13)</sup> . . . . .	85,043	*
Josh Stein <sup>(14)</sup> . . . . .	249,219	*
All current executive officers and directors as a group (12 persons) <sup>(15)</sup> . . . . .	10,121,634	6.70%

\* Represents beneficial ownership of less than one percent (1%).

- (1) According to a Schedule 13G/A filed with the SEC on February 11, 2019, The Vanguard Group, Inc. (“Vanguard”), as investment advisor, has sole voting power with respect to 261,762 of the reported shares, shared voting power with respect to 17,175 of the reported shares, sole dispositive with respect to 14,262,098 of the reported shares and shared dispositive power with respect to 265,505 of the reported shares. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of Vanguard, is the beneficial owner of 248,330 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 30,607 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, Pennsylvania 19355.
- (2) According to a Schedule 13G/A filed with the SEC on February 14, 2019, 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 9,377,444 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 9,700,800 shares of the reported shares and sole voting power and sole dispositive power with respect to 323,356 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.
- (3) According to a Schedule 13G filed with the SEC on February 8, 2019, BlackRock, Inc. (“BlackRock”), has sole voting power with respect to 9,473,827 of the reported shares, shared voting power with respect to 0 of the reported shares and sole dispositive power with respect to all of the reported shares. BlackRock’s address is 55 East 52<sup>nd</sup> Street, New York, New York, 10055.
- (4) Consists of (i) 2,586,022 shares of Class A common stock held of record by Mr. Levie; and (ii) 2,730,507 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2019.
- (5) Consists of (i) 1,124,274 shares of Class A common stock held of record by Mr. Smith; (ii) 85,000 shares of Class A common stock held of record by Mr. Smith, as Trustee of the DCS GRAT of 2014; (iii) 1,148,026 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2019; and (iv) 6,241 shares of Class A common stock issuable upon the vesting of restricted stock units within 60 days of March 31, 2019.
- (6) Consists of (i) 45,135 shares of Class A common stock held of record by Ms. Carullo; and (ii) 174,999 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2019.
- (7) Consists of 9,046 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2019.
- (8) Consists of (i) 107,552 shares of Class A common stock held of record by Ms. Evan; and (ii) 39,332 shares of Class A common stock held of record by Ms. Evan.
- (9) Consists of (i) 3,883 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2019; and (ii) 6,613 shares of Class A common stock issuable upon the vesting of restricted stock units within 60 days of March 31, 2019.
- (10) Consists of (i) 5,382 shares of Class A common stock held of record by Mr. Krausz; and (ii) 39,332 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2019. Mr. Krausz resigned from our Board of Directors effective immediately following the 2019 Annual Meeting of stockholders.
- (11) Mr. Leav will join our board of directors effective immediately following the 2019 Annual Meeting of stockholders and will receive the standard compensation for non-employee directors in accordance with our Outside Director Compensation Policy, as described in the “Director Compensation section of this proxy statement.
- (12) Consists of (i) 5,790 shares of Class A common stock held of record by Mr. Levin; (ii) 1,337,497 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2019; and (iii) 128,600 shares of Class A 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.
- (13) Consists of (i) 14,284 shares of Class A common stock held of record by Scale Management, LLC (“Scale Management”); (ii) 5,382 shares of Class A common stock held of record by Mr. O’Driscoll, one of the

managing members of Scale Management; (iii) 26,045 shares of Class A common stock held of record by The Rory T O'Driscoll & Olive O'Driscoll TR UA 04/24/2003 and (iii) 39,332 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2019, held by Mr. O'Driscoll. Pursuant to the policies of Scale Management, Mr. O'Driscoll is deemed to hold the reported securities for the benefit of Scale Management. Scale Management has sole voting and dispositive power with respect to the shares held by Scale Management and Mr. O'Driscoll. Stacey Bishop, Ariel Tseitlin, Rory O'Driscoll and Andrew Vitus, the managing members of Scale Management, share voting and dispositive power with respect to the shares held by Scale Management 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.

- (14) Consists of (i) 209,887 shares of Class A common stock held of record by the Joshua and Jennifer Stein Revocable Trust for which Mr. Stein serves as Trustee and shares voting and dispositive power; and (ii) 39,332 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2019.
- (15) Consists of (i) 4,408,937 shares of Class A common stock; (ii) 5,671,286 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2019; and (iii) 15,366 shares of Class A common stock issuable upon the vesting of restricted stock units within 60 days of March 31, 2019.

## 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, 2018, 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

### Delinquent Section 16(a) Reports

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, 2019, all Section 16(a) filing requirements were satisfied on a timely basis with the exception of a late Form 4 for Dan Levin, filed on October 18, 2018.

### Fiscal Year 2019 Annual Report and SEC Filings

Our financial statements for our fiscal year ended January 31, 2019 are included in our Annual Report on Form 10-K, which we will make available to stockholders at the same time as this proxy statement. This proxy statement and our annual report are posted on our website at <http://www.box.com/investors> and are available from the SEC at its website at [www.sec.gov](http://www.sec.gov). You may also obtain a copy of our annual report without charge by sending a written request to Box, Inc., Attention: Investor Relations, 900 Jefferson Ave., Redwood City, California 94063.

\* \* \*

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

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

**THE BOARD OF DIRECTORS**

Redwood City, California  
May 8, 2019

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, 2019

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:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
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 every Interactive Data File required to be submitted 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 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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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, 2018 as reported by the New York Stock Exchange on such date was approximately \$3.4 billion. Shares of the registrant's Class A common stock held by each executive officer, director and holder of 10% or more of the outstanding Class A 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, 2019, the number of shares of the registrant's Class A common stock outstanding was 144,332,246.

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, 2019.



**Box, Inc.**  
**Annual Report on Form 10-K**  
**For the Fiscal Year Ended January 31, 2019**

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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 data center 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 at least 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 laws, 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. Box provides a single content platform that accelerates business processes, improves employee productivity and protects an organization's most valuable data. 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 is focused on selling our cloud content management platform as a solution for the entire enterprise with the full set of Box capabilities and driving high-value significant business outcomes for our customers. This 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 line of 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 as well as our own consulting services. 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. Our solution selling strategy is focused on ensuring that new and existing customers see the full use-cases and possibilities with our cloud content management platform and the significant business outcomes.

We also provide industry-specific capabilities that address targeted business needs through a combination of technology, services and marketing programs. We are able to serve highly regulated industries with specific requirements relating to compliance with certain security and regulatory standards. These industry-specific capabilities are aimed to speed the deployment and time-to-value for customers in industries such as financial services, government, healthcare and life sciences, media and entertainment, retail, education, and nonprofit.

We are building a rich technology partner ecosystem around Box. We offer nearly 1,500 integrations with partners including Microsoft, IBM, Salesforce.com, Apple, Google, Facebook, Slack, Adobe, 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.

We are committed to powering how the world does more good together. Box.org mobilizes our technology, talent, partners and institutional assets to enable nonprofits to innovate and fulfill their missions. Founded in 2014, Box.org now serves over 8,000 nonprofits with donated or discounted Box access, employee volunteer hours and cash grants from the Box.org Fund.

## 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 capabilities. 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 Skills Kit for applying artificial intelligence to content in Box.** We give organizations the ability to apply machine learning algorithms from leading providers such as IBM, Microsoft and Google, as well as specialized industry-specific vendors, directly to content within Box. This eliminates the need for customers to create and manage separate document repositories for performing functions such as image and character recognition, video and audio analysis and transcriptions, and document analysis on business content, thus improving content search ability and business process automation.
- **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 nearly 1,500 integrations with partners including IBM, Microsoft, Salesforce.com, Google, Facebook, Slack, Adobe, 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 Capabilities.** In order to facilitate easier and faster time to market, we offer industry-specific capabilities for those industries that have significant content and collaboration challenges. These features target specific business problems within those industries with a combination of Box, integration with industry-specific partner technologies, and implementation expertise from Box Consulting and/or implementation partners. For example, Box for Healthcare provides functionality that transforms how healthcare providers work. This solution allows healthcare providers to streamline referral management, and 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 64.5 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, 2019, approximately 81% of our registered users were non-paying users who independently registered for accounts and approximately 19% 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, 2019, we had over 92,000 paying organizations, and our solution was offered in 24 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 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.

One reseller, which is also a customer, represented 11% of our revenue in the year ended January 31, 2019. Our geographic revenue and segment information is set forth in Notes 2 and 14, 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 recognize revenue when, or as we, satisfy a performance obligation. Accordingly, due to our subscription model, we recognize revenue for our subscription and premier services ratably over the term of the contract.

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 \$312.2 million, \$303.3 million and \$253.0 million for the years ended January 31, 2019, 2018 and 2017, 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 \$163.8 million, \$136.8 million and \$115.9 million for the years ended January 31, 2019, 2018 and 2017, 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; 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;
- scalability of 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;
- intelligent content management including 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, 2019, our patents were set to expire between 2027 and 2036. 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, 2019. 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 other than disclosed as part of remaining performance obligation. To the extent future invoicing is determined to be certain, we consider those future subscription invoices to be non-cancelable backlog, which is disclosed as part of remaining performance obligation. 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 \$311.4 million and \$278.0 million of non-cancelable backlog as of January 31, 2019 and 2018, respectively. The increase of non-cancelable backlog as of January 31, 2019 was primarily driven by the addition of new customers, expansion within existing customers as they broaden their deployment of our product offerings, strong attach rates of add-on products, partially offset by the final invoicing associated with the enhanced developer access fee from one of our resellers billed in fiscal year 2019 and the timing of customer driven renewals.

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 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, 2019, we had 1,980 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](http://www.box.com), and our investor relations website is located at [www.box.com/investors](http://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 SEC maintains a website at [www.sec.gov](http://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](http://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 @box, @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 \$134.6 million, \$155.0 million and \$151.8 million in our fiscal years ended January 31, 2019, 2018 and 2017, respectively. As of January 31, 2019, we had an accumulated deficit of \$1.1 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 them 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 successfully launch new products and services, or provide enhancements or modifications to our existing products and 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 provide 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, Box Governance, which gives customers a better way to comply with regulatory policies, satisfy e-discovery requests and effectively manage sensitive business information, and Box Skills, which enables customers to leverage a variety of machine learning tools to accelerate their business processes and help extract meaning from customers unstructured content. The success of any new products and services, enhancements, or modifications to existing products and services depends on several factors, including the timely completion, introduction and market acceptance of such enhancements, integrations, products 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 spectrum of industries. Cyberattacks 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. 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. In addition, because the Box service is configured by administrators and users to select their default settings, the third-party integrations they enable, and their privacy and permissions settings, this may lead to an administrator or user intentionally or inadvertently configuring settings to share their sensitive data. For example, a Box user can choose to share the content they store in Box with third-parties by creating a link that can be customized to be accessible by anyone with the link. While this feature is designed to be used for a variety of legitimate use cases in which a user wishes to share non-sensitive content with a broad or public audience, if a user were to intentionally or inadvertently configure a setting that allowed public access to their sensitive data, that data could be discovered and accessed by an unintended third party. 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, improper user configuration 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. We also expect to incur significant costs in an effort to detect and prevent security breaches and other security-related incidents, and we may face increased costs in the event of an actual or perceived security breach or other security-related incident. 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. An extended federal government shutdown resulting from budgetary decisions may limit or delay federal government spending on our solutions and adversely affect our revenue. 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 and highly-regulated customers, our sales cycles 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 and highly-regulated 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. 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 became effective in May 2018, superseding prior EU data protection legislation, imposing more stringent EU data protection requirements, and providing 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. 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. Additionally, the California Consumer Privacy Act, or CCPA, that will, among other things, require covered companies to provide new disclosures to California consumers, and afford such consumers new abilities to opt-out of certain sales of personal information, when it goes into effect on January 1, 2020. Legislators have stated that they intend to propose amendments to the CCPA before it goes into effect, and it remains unclear what, if any, modifications will be made to this legislation or how it will be interpreted. We cannot yet predict the impact of the CCPA on our business or operations, but it may require us to modify our data processing practices and policies and to incur substantial costs and expenses in an effort to comply. There also 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 by the planned exit date of March 2019. The UK Data Protection Act that substantially implements the GDPR became law in May 2018. It remains unclear, however, how United Kingdom data protection laws or regulations will develop in the medium to longer term and how data transfers to and from the United Kingdom will be regulated. 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 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, infrastructure, 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 mobile 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, infrastructure, 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 and vulnerabilities;
- 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. Many 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 data center 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 data center 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, cyber-attacks 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, an armed conflict, 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, in February 2018, we 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 data centers, increase our dependence on third-party cloud computing and hosting providers, and add capacity in our existing data centers, we may move or transfer our data and our customers' data. In particular, as part of our hybrid cloud infrastructure strategy, we intend to migrate our primary data centers in fiscal year 2020 to significantly lower cost regions in order to continue to optimize infrastructure efficiency and to support the growth in our paying customers. Despite precautions taken during any of these data center moves and data transfers, any unsuccessful data transfers may impair the delivery of our service and could materially and adversely disrupt our operations and our service delivery to our customers, which could result in contractual



penalties or damage claims from customers. In addition, changes to our data center infrastructure could occur over a period longer than planned, could require greater than expected investment and other internal and external resources and could cause us to incur increased costs as we operate multiple data center facilities. It may also take longer to realize the intended favorable benefits from any data center infrastructure migrations and improvements than expected, and disruptions or unexpected costs may continue to occur while we enhance our data center infrastructure.

***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 cloud 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. 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. 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.

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 Class A 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. 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.

***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 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 sanction 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, export/import laws and other trade restrictions or trade disputes 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, in February 2018, we 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, Box Zones 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, or by third party service providers, 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;
- reliance on third party resellers and other parties;
- 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-U.S. dollar 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, especially 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 and to eliminate fraudulent transactions occurring in this channel, 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.

***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 Progressly, a workflow automations company, joined us in May 2018, and employees from Butter.ai, a cloud-based intelligent search company, joined us in July 2018. 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, Japan 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 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. Additionally, to the extent that we acquire other businesses, the acquired company may not have a sufficiently robust system of internal controls and we may uncover new deficiencies. 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 procedures 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, 2019, we had U.S. federal net operating loss carryforwards of approximately \$692.3 million, state net operating loss carryforwards of approximately \$713.2 million, and foreign net operating loss carryforwards of approximately \$268.0 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.

***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 February 2016, the FASB issued accounting standards update No. 2016-02, which requires lessees to record most leases on their balance sheet while recognizing expense in a manner similar to current lease accounting guidance. ASU 2016-02 states that a lessee would recognize a lease liability for the obligation to make lease payments and a right-to-use asset for the right to use the underlying asset for the lease term. The new accounting guidance is effective for us beginning February 1, 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**

***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 Class A 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; and
- controlling the procedures for the conduct and scheduling of board directors and stockholder meetings.

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, 2018 through January 31, 2019, the closing price of our Class A common stock ranged from \$15.76 per share to \$29.01 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;
- actions instituted by activist shareholders or others;
- 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**

None.

**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, with our principal offices in San Francisco, California; Austin, Texas; New York, New York; London, England; and Tokyo, Japan. 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, 2019.

**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.

#### Holders of Record

As of February 28, 2019, there were 295 holders of record of our Class A 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

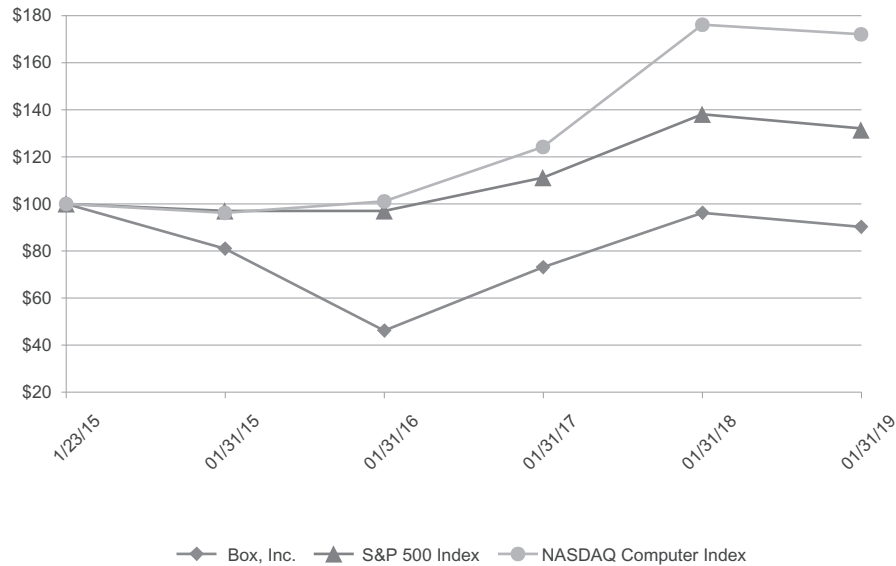
None.

#### 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, 2019. The returns shown are based on historical results and are not intended to suggest future performance.

### Comparison of Cumulative Total Return of Box, Inc.



<u>Company/Index</u>	<u>Base Period 01/23/2015</u>	<u>01/31/2015</u>	<u>01/31/2016</u>	<u>01/31/2017</u>	<u>01/31/2018</u>	<u>01/31/2019</u>
Box, Inc. . . . .	\$100	\$81	\$ 46	\$ 73	\$ 96	\$ 90
S&P 500 Index . . . . .	100	97	97	111	138	132
NASDAQ Computer Index . . . . .	100	96	101	124	176	172

## 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. We adopted ASC Topic 606, effective February 1, 2018, utilizing the modified retrospective method. The reported results for fiscal year 2019 reflect the application of ASC Topic 606, while the reported results for prior fiscal years are not adjusted and continue to be reported under ASC Topic 605.

	Year Ended January 31,				
	2019	2018	2017	2016	2015
	(in thousands, except per share data)				
<b>Consolidated Statements of Operations Data:</b>					
Revenue	\$ 608,386	\$ 506,142	\$ 398,605	\$ 302,704	\$ 216,440
Cost of revenue(1)(2)	173,594	135,248	112,130	87,100	47,273
Gross profit	434,792	370,894	286,475	215,604	169,167
Operating expenses:					
Research and development(2)	163,750	136,791	115,928	102,500	66,402
Sales and marketing(1)(2)	312,210	303,319	253,020	242,184	207,749
General and administrative(1)(2)	93,069	84,805	68,182	71,923	61,672
Total operating expenses	569,029	524,915	437,130	416,607	335,823
Loss from operations	(134,237)	(154,021)	(150,655)	(201,003)	(166,656)
Remeasurement of redeemable convertible preferred stock warrant liability	—	—	—	—	126
Interest expense, net	(316)	(1,013)	(896)	(1,157)	(2,009)
Other income (loss), net	1,339	789	678	(98)	(257)
Loss before provision (benefit) for income taxes	(133,214)	(154,245)	(150,873)	(202,258)	(168,796)
Provision (benefit) for income taxes	1,398	715	914	690	(569)
Net loss	(134,612)	(154,960)	(151,787)	(202,948)	(168,227)
Accretion of redeemable convertible preferred stock	—	—	—	—	(11,503)
Deemed dividend on the conversion of Series F redeemable convertible preferred stock	—	—	—	—	(2,262)
Net loss attributable to common stockholders	\$(134,612)	\$(154,960)	\$(151,787)	\$(202,948)	\$(181,992)
Net loss per share attributable to common stockholders, basic and diluted	\$ (0.95)	\$ (1.16)	\$ (1.19)	\$ (1.67)	\$ (11.48)
Weighted-average shares used to compute net loss per share attributable to common stockholders, basic and diluted(3)	141,351	133,932	127,469	121,240	15,854

(1) Includes intangible assets amortization as follows:

	Year Ended January 31,				
	2019	2018	2017	2016	2015
	(in thousands)				
Cost of revenue	\$—	\$365	\$3,197	\$5,443	\$3,455
Sales and marketing	9	—	—	—	—
General and administrative	15	154	155	154	169
Total intangible assets amortization	\$24	\$519	\$3,352	\$5,597	\$3,624

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

	Year Ended January 31,				
	2019	2018	2017	2016	2015
	(in thousands)				
Cost of revenue . . . . .	\$ 14,065	\$10,742	\$ 7,882	\$ 4,664	\$ 1,492
Research and development . . . . .	45,189	37,733	30,796	24,696	11,767
Sales and marketing . . . . .	36,864	31,742	26,142	19,530	11,616
General and administrative . . . . .	23,178	17,268	13,552	10,614	7,054
Total stock-based compensation . . . .	<u>\$119,296</u>	<u>\$97,485</u>	<u>\$78,372</u>	<u>\$59,504</u>	<u>\$31,929</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,				
	2019	2018	2017	2016	2015
	(in thousands)				
<b>Consolidated Balance Sheet Data:</b>					
Cash and cash equivalents . . . . .	\$217,518	\$208,076	\$177,391	\$185,741	\$330,436
Working capital . . . . .	(34,646)	5,222	24,160	69,528	240,176
Total assets . . . . .	650,161	553,566	493,674	497,488	492,666
Deferred revenue, current and non-current . . . . .	375,041	320,923	241,984	186,413	120,057
Debt, current and non-current . . . . .	40,000	40,000	40,000	40,000	40,000
Capital lease obligations, current and noncurrent . . . . .	72,914	45,824	35,445	12,014	1,863
Total stockholders' equity . . . . .	31,405	14,968	74,732	137,901	268,129

## 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. Box provides a single content platform that accelerates business processes, improves employee productivity and protects an organization's most valuable data. 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, we recognized that content is more accessible, secure and powerful when it is centrally stored, managed, and shared. In 2005, we publicly launched our cloud content management platform, which we have architected from the ground up, 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. Our cloud content management platform is built to meet the evolving demands of today's distributed and mobile workforce, and for enterprises that are looking to benefit from the increasing digitization of business. Our cloud content management platform integrates with other cloud-based and enterprise applications and enables users to work and collaborate on content seamlessly and securely at any time, from anywhere in the world, on any device.

In addition, we continue to innovate by expanding our core services and our expanded offerings with a focus on workflow automation, intelligent content management, and advanced security. For example, we provide Box Relay, which allows our end users to easily build, manage and track their own workflows; Box Skills, which enables customers to leverage a variety of machine learning tools to accelerate their business processes and helping extract meaning from customers unstructured content; Box Platform, which further enables customers and partners to build enterprise apps using the Box Platform; 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; and Box Zones, which gives global customers the ability to store their data locally in certain regions. The increasing success of our add-on products allows our customers to realize the full set of Box capabilities of our cloud content management platform.

We continue to expand our international presence. We moved to a new European headquarters in London's Tech City in 2017 and a new office in Tokyo in 2018, each of which provide room to grow while keeping us close to our customers.

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 revenue when, or as we, satisfy a performance obligation. Accordingly, due to our subscription model, we recognize revenue for our subscription and premier services ratably over the term of the contract.

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 64.5 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, 2019, 19% 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, 2019, we had over 92,000 paying organizations, and our solution was offered in 24 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, 2019, 2018 and 2017, our revenue was \$608.4 million, \$506.1 million, and \$398.6 million, respectively, representing year-over-year growth of 20% and 27%, respectively, and our net losses were \$134.6 million, \$155.0 million, and \$151.8 million, respectively. For the years ended January 31, 2019, 2018 and 2017, revenue from non-U.S. customers represented 23%, 22%, and 18% of our revenue, respectively. Box is headquartered in Redwood City, California and operates offices throughout the United States, Europe, and Asia.

## 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 add-on 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 portion of which are deferred and then amortized over a period of benefit, and marketing costs, which are expensed as incurred. We recognize revenue when, or as we, satisfy a performance obligation. Accordingly, due to our subscription model, we recognize revenue for our subscription and premier services ratably over the term of the contract. 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 their current stage. 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, even after considering deferred incremental 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,		
	2019	2018	2017
Billings (in thousands) . . . . .	\$672,897	\$585,081	\$454,176
Billings growth rate . . . . .	15%	29%	23%
Free cash flow (in thousands) . . . . .	\$ 13,822	\$ 7,517*	\$(26,020)*
Retention rate (period end) . . . . .	108%	110%	115%

\* Adjusted due to the adoption of ASU 2016-18



## Billings

Billings represent our revenue plus the changes in deferred revenue and contract assets in the period. Billings we record in any particular period primarily reflect subscription renewals and expansion within existing customers plus sales to new 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 contract 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, deferred revenue, and contract assets, all of which are financial measures calculated in accordance with GAAP.

Billings increased 15% in the year ended January 31, 2019 over the year ended January 31, 2018. The increase in billings was primarily driven by the addition of new customers, expansion within existing customers as they broadened their deployment of our product offerings, and strong attach rates of add-on products, partially offset by a higher enhanced developer fee from one of our resellers in the prior period and the impact of customer driven multi-year prepayments in the prior period.

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 subscription and premier services revenue is recognized ratably over the contract term when, or as we, satisfy a performance obligation. 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.

Over time, we expect to continue to normalize payment durations. As a result, aside from the final invoicing associated with the enhanced developer fee from one of our resellers billed in fiscal year 2019, we expect our billings growth and revenue growth to correlate with one another. However, our billings growth and revenue growth can vary from quarter to quarter due to factors including the timing and duration of customer subscription agreements. 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,		
	2019*	2018**	2017**
GAAP revenue . . . . .	\$ 608,386	\$ 506,142	\$ 398,605
Deferred revenue, end of period . . . . .	375,041	320,923	241,984
Less: deferred revenue, beginning of period . . . .	(311,109)***	(241,984)	(186,413)
Contract assets, beginning of period**** . . . . .	582	—	—
Less: contract assets, end of period**** . . . . .	(3)	—	—
Billings . . . . .	<u>\$ 672,897</u>	<u>\$ 585,081</u>	<u>\$ 454,176</u>

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- \* As reported under ASC Topic 606
  - \*\* As reported under ASC Topic 605
  - \*\*\* Balance as of February 1, 2018 upon the adoption of ASC Topic 606
  - \*\*\*\* Contract assets are reported as part of accounts receivable upon the adoption of ASC Topic 606.

### ***Free Cash Flow***

We define free cash flow as cash flows from operating activities less purchases of property and equipment, principal payments of capital lease obligations, capitalized internal-use software costs, 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 adjusting items in our reconciliation of GAAP to non-GAAP financial measures. Prior to our adoption of ASU 2016-18, *Statement of Cash Flows: Restricted Cash*, historically, we excluded the use and release of restricted cash to guarantee a significant letter of credit for our Redwood City headquarters 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 \$6.3 million in the year ended January 31, 2019 as compared to the year ended January 31, 2018. The increase in free cash flow was primarily driven by an increase in cash provided by operating activities of \$19.9 million, partially offset by an increase in capital expenditures of \$3.0 million, an increase in capital lease obligation principal payments of \$7.9 million, and an increase in capitalized internal-use software costs of \$2.7 million associated with the development of additional significant features and functionality to our products. The primary factors affecting the increase in cash flow from operations results from the improvement of our net loss of \$20.3 million, an increase in non-cash charges of \$22.5 million, partially offset by changes in our operating assets and liabilities of \$22.9 million. The increase in capital expenditures was primarily related to our investments in Austin, Tokyo, New York, London, and New York facilities and in our data center infrastructure. We acquired data center assets primarily through capital leases. We expect capital lease obligations to increase in the foreseeable future as we continue to invest in our data center operations. 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, 2019. 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 108%, 110% and 115% as of January 31, 2019, 2018 and 2017, 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 TAV. Our strong retention rates were primarily attributable to strong seat growth in existing customers and strong attach rates of add-on products. We believe our go-to-market efforts to deliver a solution selling strategy and 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 retention rate to remain above 100% for the foreseeable future.

## **Components of Results of Operations**

### ***Revenue***

We derive our revenue primarily from three sources: (1) subscription revenue, which is comprised of subscription fees from customers who have access to our cloud content management platform and other subscription-based services, which all include routine customer support; (2) revenue from customers purchasing our premier services 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 services. Subscription and premier services revenue are driven primarily by the number of customers, the number of seats sold to each customer and the price of our services.

We recognize revenue when, or as we, satisfy a performance obligation. Accordingly, due to our subscription model, we recognize revenue for our subscription and premier services ratably over the contract term. We typically invoice our customers at the beginning of the term, in multiyear, annual, quarterly or monthly installments. Our subscription and premier services 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 are generally billed on a fixed price basis, for which revenue is recognized over time based on the proportion performed. Professional services revenue was not material as a percentage of total revenue for all periods presented.

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 data center 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 expense associated with acquired technology and capitalized internal-use software. 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 data center 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, building an ecosystem of best of breed applications and platforms, and adding enterprise grade features, functionality and enhancements such as workflow automation, intelligent content management capabilities, and advanced security to enhance the ease of use of our cloud content management services. We capitalize certain qualifying costs to develop software for internal use incurred during the application development stage. 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 data center 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 gain greater efficiency from our solution selling strategy 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, security, compliance, 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, 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 efficiency.

#### ***Interest Expense, Net***

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

#### ***Other Income, Net***

Other income, 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.

### **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. We adopted ASC Topic 606, effective February 1, 2018, utilizing the modified

retrospective method. The reported results for fiscal year 2019 reflect the application of ASC Topic 606, while the reported results for prior fiscal years are not adjusted and continue to be reported under ASC Topic 605.

	Year Ended January 31,		
	2019	2018	2017
	(in thousands)		
<b>Consolidated Statements of Operations Data:</b>			
Revenue .....	\$ 608,386	\$ 506,142	\$ 398,605
Cost of revenue(1)(2) .....	173,594	135,248	112,130
Gross profit .....	434,792	370,894	286,475
Operating expenses:			
Research and development(2) .....	163,750	136,791	115,928
Sales and marketing(1)(2) .....	312,210	303,319	253,020
General and administrative(1)(2) .....	93,069	84,805	68,182
Total operating expenses .....	569,029	524,915	437,130
Loss from operations .....	(134,237)	(154,021)	(150,655)
Interest expense, net .....	(316)	(1,013)	(896)
Other income, net .....	1,339	789	678
Loss before provision for income taxes .....	(133,214)	(154,245)	(150,873)
Provision for income taxes .....	1,398	715	914
Net loss .....	<u><u>\$(134,612)</u></u>	<u><u>\$(154,960)</u></u>	<u><u>\$(151,787)</u></u>

(1) Includes intangible assets amortization as follows:

	Year Ended January 31,		
	2019	2018	2017
	(in thousands)		
Cost of revenue .....	\$—	\$365	\$3,197
Sales and marketing .....	9	—	—
General and administrative .....	15	154	155
Total intangible assets amortization .....	<u><u>\$ 24</u></u>	<u><u>\$519</u></u>	<u><u>\$3,352</u></u>

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

	Year Ended January 31,		
	2019	2018	2017
	(in thousands)		
Cost of revenue .....	\$ 14,065	\$10,742	\$ 7,882
Research and development .....	45,189	37,733	30,796
Sales and marketing .....	36,864	31,742	26,142
General and administrative .....	23,178	17,268	13,552
Total stock-based compensation .....	<u><u>\$119,296</u></u>	<u><u>\$97,485</u></u>	<u><u>\$78,372</u></u>

	<u>Year Ended January 31,</u>		
	<u>2019</u>	<u>2018</u>	<u>2017</u>
<b>Percentage of Revenue:</b>			
Revenue .....	100%	100%	100%
Cost of revenue(1)(2) .....	<u>29</u>	<u>27</u>	<u>28</u>
Gross profit .....	71	73	72
Operating expenses:			
Research and development(2) .....	27	27	29
Sales and marketing(1)(2) .....	51	60	64
General and administrative(1)(2) .....	<u>15</u>	<u>16</u>	<u>17</u>
Total operating expenses .....	<u>93</u>	<u>103</u>	<u>110</u>
Loss from operations .....	(22)	(30)	(38)
Interest expense, net .....	—	—	—
Other income, net .....	—	—	—
Loss before provision for income taxes .....	(22)	(30)	(38)
Provision for income taxes .....	—	—	—
Net loss .....	<u>(22)%</u>	<u>(30)%</u>	<u>(38)%</u>

(1) Includes intangible assets amortization as follows\*:

	<u>Year Ended January 31,</u>		
	<u>2019</u>	<u>2018</u>	<u>2017</u>
Cost of revenue .....	— %	— %	1%
Sales and marketing .....	—	—	—
General and administrative .....	—	—	—
Total intangible assets amortization .....	<u>— %</u>	<u>— %</u>	<u>1%</u>

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

	<u>Year Ended January 31,</u>		
	<u>2019</u>	<u>2018</u>	<u>2017</u>
Cost of revenue .....	2%	2%	2%
Research and development .....	8	8	8
Sales and marketing .....	6	6	7
General and administrative .....	<u>4</u>	<u>3</u>	<u>3</u>
Total stock-based compensation .....	<u>20%</u>	<u>19%</u>	<u>20%</u>

\* Not material to any periods presented.

### Comparison of the Years Ended January 31, 2019 and 2018

#### Revenue

	<u>Year Ended January 31,</u>			
	<u>2019</u>	<u>2018</u>	<u>\$ Change</u>	<u>% Change</u>
Revenue .....	\$608,386	\$506,142	\$102,244	20%



Revenue was \$608.4 million for the year ended January 31, 2019, compared to \$506.1 million for the year ended January 31, 2018, representing an increase of \$102.2 million, or 20%. The increase would otherwise be 22% under ASC Topic 605 had we not adopted ASC Topic 606. The increase in revenue was primarily driven by an increase in subscription services. The increase in subscription services was primarily due to the addition of new customers, as the number of paying organizations increased by 12% from January 31, 2018 to January 31, 2019, and strong attach rates of add-on products, which strengthened 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 108% as of January 31, 2019.

### ***Cost of Revenue***

	<u>Year Ended January 31,</u>			
	<u>2019</u>	<u>2018</u>	<u>\$ Change</u>	<u>% Change</u>
	(dollars in thousands)			
Cost of revenue . . . . .	\$173,594	\$135,248	\$38,346	28%
Percentage of revenue . . . . .	29%	27%		

Cost of revenue was \$173.6 million, or 29% of revenue, for the year ended January 31, 2019, compared to \$135.2 million, or 27% of revenue, for the year ended January 31, 2018, representing an increase of \$38.3 million, or 28%. The increase in absolute dollars was primarily due to an increase of \$10.0 million in employee and related costs and an increase of \$3.3 million in stock-based compensation expense primarily driven by the increase in headcount from 266 employees as of January 31, 2018 to 320 employees as of January 31, 2019 and the timing of employee equity grants from prior periods. In addition, there was an increase of \$6.7 million in data center and hosted data service costs, a net increase of \$5.3 million in depreciation primarily related to additional data center equipment, an increase of \$3.8 million in rent primarily related to the expansion of data centers, an increase of \$3.3 million in allocated costs attributable mainly to increased facilities and IT software and support services costs and a \$1.8 million increase in enterprise subscription software. Cost of revenue as a percentage of revenue increased two points year-over-year. As part of our hybrid cloud infrastructure strategy, we will be migrating our primary data centers in fiscal year 2020 to significantly lower cost regions in order to continue to optimize infrastructure efficiency and to support the growth in our paying customers. During the migration, we will be incurring increased overall costs as we pay for multiple data centers and, therefore, we expect our cost of revenue as a percentage of revenue to temporarily increase slightly in the fiscal year ending January 31, 2020.

### ***Research and Development***

	<u>Year Ended January 31,</u>			
	<u>2019</u>	<u>2018</u>	<u>\$ Change</u>	<u>% Change</u>
	(dollars in thousands)			
Research and development . . . . .	\$163,750	\$136,791	\$26,959	20%
Percentage of revenue . . . . .	27%	27%		

Research and development expenses were \$163.8 million, or 27% of revenue, for the year ended January 31, 2019, compared to \$136.8 million, or 27% of revenue, for the year ended January 31, 2018, representing an increase of \$27.0 million, or 20%. The increase in absolute dollars was primarily due to an increase of \$17.1 million in employee and related costs and an increase of \$8.2 million in stock-based compensation expense primarily driven by the increase in headcount from 358 employees as of January 31, 2018 to 409 employees as of January 31, 2019 and the timing of employee equity grants from prior periods. In addition, there was an increase of \$3.7 million in allocated costs attributable mainly to increased facilities and IT software and support services costs and an increase of \$1.8 million related to outside agency costs and consulting services. The increase in research and development expenses was partially offset by a \$3.5 million increase in capitalized internal-use software costs associated with the development of additional significant features and functionality to our

products during the same period. Research and development expense as a percentage of revenue remained flat year-over-year. We continue to invest in enhancements of our product and services, develop new products, and further differentiate our offerings. We expect our research and development expense to increase in dollars but remain essentially stable as a percentage of revenue over time, even as we continue to make significant enhancements to our products and services and expand our advanced security, intelligence, and workflow automation capabilities.

### *Sales and Marketing*

	<u>Year Ended January 31,</u>		<u>\$ Change</u>	<u>% Change</u>
	<u>2019</u>	<u>2018</u>		
	(dollars in thousands)			
Sales and marketing . . . . .	\$312,210	\$303,319	\$8,891	3%
Percentage of revenue . . . . .	51%	60%		

Sales and marketing expenses were \$312.2 million, or 51% of revenue, for the year ended January 31, 2019, compared to \$303.3 million, or 60% of revenue, for the year ended January 31, 2018, representing an increase of \$8.9 million, or 3%. The increase in absolute dollars was primarily due to an increase of \$18.0 million in employee and related costs and an increase of \$5.1 million in stock-based compensation expense primarily driven by the increase in headcount from 876 employees as of January 31, 2018 to 935 employees as of January 31, 2019 and the timing of employee equity grants from prior periods. In addition, there was an increase of \$9.1 million in allocated costs attributable mainly to increased facilities and IT software and support services costs. The increase in sales and marketing expenses was partially offset by a \$19.6 million decrease of commission costs primarily due to the adoption of ASC Topic 606, and a \$2.9 million decrease in data center and customer support costs to support our free users. Sales and marketing expenses as a percentage of revenue decreased nine points year-over-year due to the adoption of ASC Topic 606, our focus on driving greater efficiency from our solution selling strategy, 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 with continued focus on 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>2019</u>	<u>2018</u>		
	(dollars in thousands)			
General and administrative . . . . .	\$93,069	\$84,805	\$8,264	10%
Percentage of revenue . . . . .	15%	16%		

General and administrative expenses were \$93.1 million, or 15% of revenue, for the year ended January 31, 2019, compared to \$84.8 million, or 16% of revenue, for the year ended January 31, 2018, representing an increase of \$8.3 million, or 10%. The increase in absolute dollars was primarily due to an increase of \$4.7 million in employee and related costs and an increase of \$5.9 million in stock-based compensation expense primarily driven by the increase in headcount from 284 employees as of January 31, 2018 to 316 employees as of January 31, 2019, an increase in equity grants, and the timing of employee equity grants from prior periods. Despite an increase in absolute dollars, general and administrative expense as a percentage of revenue decreased one point year-over-year as we continued to benefit from greater operational efficiency and scale. 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 efficiency.



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 data center 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 one point year-over-year as we continued to optimize infrastructure efficiencies.

### ***Research and Development***

	<u>Year Ended January 31,</u>			
	<u>2018</u>	<u>2017</u>	<u>\$ Change</u>	<u>% Change</u>
	(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 the increase in headcount from 312 employees as of January 31, 2017 to 358 employees as of January 31, 2018 and the timing of equity grants from prior periods, and an increase of \$0.8 million in allocated costs for IT software and support services. Despite an increase in absolute dollars, research and development expense as a percentage of revenue decreased two points year-over-year. While we continued to invest in enhancements of 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.

### ***Sales and Marketing***

	<u>Year Ended January 31,</u>			
	<u>2018</u>	<u>2017</u>	<u>\$ Change</u>	<u>% Change</u>
	(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 (Box Works 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



Provision for income taxes decreased by \$0.2 million, or 22%, during the year ended January 31, 2018 compared to the year ended January 31, 2017. The decrease in provision expense was primarily due to a release of an uncertain tax position and the impact on deferred tax items due to the Tax Act, both of which were offset by an increase in foreign tax expense.

## 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, 2019. 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. We adopted ASC Topic 606, effective February 1, 2018, utilizing the modified retrospective method. The reported results for fiscal year 2019 reflect the application of ASC Topic 606, while the reported results for prior fiscal years are not adjusted and continue to be reported under ASC Topic 605. 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, 2019	Oct. 31, 2018	Jul. 31, 2018	Apr. 30, 2018	Jan. 31, 2018	Oct. 31, 2017	Jul. 31, 2017	Apr. 30, 2017
	(in thousands, except per share data)							
<b>Consolidated Statements of Operations Data:</b>								
Revenue	\$163,713	\$155,944	\$148,222	\$140,507	\$136,675	\$129,304	\$122,941	\$117,222
Cost of revenue(1)(2)	47,197	44,724	42,605	39,068	35,276	34,471	32,778	32,723
Gross profit	116,516	111,220	105,617	101,439	101,399	94,833	90,163	84,499
Operating expenses:								
Research and development(2)	41,362	42,310	41,830	38,248	34,403	34,812	34,042	33,534
Sales and marketing(1)(2)	73,738	84,490	76,984	76,998	77,715	81,670	73,271	70,663
General and administrative(1)(2)	23,110	23,884	24,022	22,053	21,768	20,910	21,846	20,281
Total operating expenses	138,210	150,684	142,836	137,299	133,886	137,392	129,159	124,478
Loss from operations	(21,694)	(39,464)	(37,219)	(35,860)	(32,487)	(42,559)	(38,996)	(39,979)
Interest expense, net	(108)	(47)	(91)	(70)	(211)	(287)	(236)	(279)
Other income (loss), net	2,582	(321)	(579)	(343)	229	277	267	16
Loss before provision (benefit) for income taxes	(19,220)	(39,832)	(37,889)	(36,273)	(32,469)	(42,569)	(38,965)	(40,242)
Provision (benefit) for income taxes	474	364	196	364	196	355	320	(156)
Net loss	<u>\$ (19,694)</u>	<u>\$ (40,196)</u>	<u>\$ (38,085)</u>	<u>\$ (36,637)</u>	<u>\$ (32,665)</u>	<u>\$ (42,924)</u>	<u>\$ (39,285)</u>	<u>\$ (40,086)</u>
Net loss per share, basic and diluted	<u>\$ (0.14)</u>	<u>\$ (0.28)</u>	<u>\$ (0.27)</u>	<u>\$ (0.26)</u>	<u>\$ (0.24)</u>	<u>\$ (0.32)</u>	<u>\$ (0.30)</u>	<u>\$ (0.30)</u>
Weighted-average shares used to compute net loss per share, basic and diluted	<u>143,703</u>	<u>142,366</u>	<u>140,718</u>	<u>138,524</u>	<u>136,566</u>	<u>134,636</u>	<u>132,981</u>	<u>131,469</u>



(1) Includes intangible assets amortization as follows:

	Three Months Ended							
	Jan. 31, 2019	Oct. 31, 2018	Jul. 31, 2018	Apr. 30, 2018	Jan. 31, 2018	Oct. 31, 2017	Jul. 31, 2017	Apr. 30, 2017
	(in thousands)							
Cost of revenue . . . . .	\$—	\$—	\$—	\$—	\$—	\$—	\$—	\$365
Sales and marketing . . . . .	—	—	8	1	—	—	—	—
General and administrative . . . . .	—	—	2	13	38	39	38	39
Total intangible assets amortization . . . . .	<u>\$—</u>	<u>\$—</u>	<u>\$ 10</u>	<u>\$ 14</u>	<u>\$ 38</u>	<u>\$ 39</u>	<u>\$ 38</u>	<u>\$404</u>

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

	Three Months Ended							
	Jan. 31, 2019	Oct. 31, 2018	Jul. 31, 2018	Apr. 30, 2018	Jan. 31, 2018	Oct. 31, 2017	Jul. 31, 2017	Apr. 30, 2017
	(in thousands)							
Cost of revenue . . . . .	\$ 3,785	\$ 3,598	\$ 3,561	\$ 3,121	\$ 2,797	\$ 2,814	\$ 2,663	\$ 2,468
Research and development . . . . .	11,521	12,043	11,477	10,148	9,314	9,705	9,554	9,160
Sales and marketing . . . . .	9,163	9,708	9,932	8,061	7,860	8,208	7,934	7,740
General and administrative . . . . .	5,741	6,441	5,713	5,283	4,978	4,796	3,916	3,578
Total stock-based compensation . . . . .	<u>\$30,210</u>	<u>\$31,790</u>	<u>\$30,683</u>	<u>\$26,613</u>	<u>\$24,949</u>	<u>\$25,523</u>	<u>\$24,067</u>	<u>\$22,946</u>

### ***Quarterly Revenue Trends***

Our quarterly revenue increased sequentially for all periods presented due primarily to the addition of new customers, strong attach rates of add-on products, and the continued 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. Our first quarter revenue is negatively impacted relative to the preceding fourth quarter due to the fewer number of days in the first quarter over which we record subscription and premier service revenue as compared to the preceding fourth quarter.

### ***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. Our research and development expenses can fluctuate quarter to quarter based on the timing and extent of capitalizable internal-use software costs. Sales and marketing expenses generally grew sequentially over the periods with higher concentrations in the second half of our fiscal years as our commissions and marketing costs accelerate with the increase in our customer ordering activities in the same periods. As a result of our adoption of ASC Topic 606 in fiscal year 2019, there is a decrease of commission costs compared to prior periods reported under ASC Topic 605. In addition, we incurred higher sales and marketing expenses in our third quarter due to our annual users' conference. Although general and administrative costs generally increased in recent quarters, the increase was at a slower pace in comparison to our revenue as a result of greater operational efficiency and scale.

Our quarterly operating results may fluctuate due to various factors affecting our performance. As noted above, we recognize revenue from subscription and premier services 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.



## Liquidity and Capital Resources

	Year Ended January 31,		
	2019	2018 (as adjusted)*	2017 (as adjusted)*
	(in thousands)		
Net cash provided by (used in) operating activities . . . . .	\$ 55,321	\$ 35,391	\$(2,389)
Net cash used in investing activities . . . . .	(16,151)	(11,715)	(7,572)
Net cash (used in) provided by financing activities . . . . .	(29,567)	(19,830)	479

\* Adjusted due to the adoption of ASU 2016-18

As of January 31, 2019, we had cash, cash equivalents, and restricted cash of \$217.8 million. Our cash, cash equivalents, and restricted cash are comprised primarily of overnight cash deposits and certificates of deposit. 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, 2019. 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 leases 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. 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 (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 deposit 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.

### ***Operating Activities***

For the year ended January 31, 2019, cash provided by operating activities was \$55.3 million. Our operating cash flows during this period reflects our net loss of \$134.6 million, adjusted by a \$2.0 million gain from the sale of a strategic equity investment, non-cash charges including \$119.3 million for stock-based compensation, \$46.3 million for depreciation and amortization of our property and equipment and intangible assets, \$17.3 million for amortization of deferred commissions, and net cash inflow of \$8.4 million provided by changes in our operating assets and liabilities. The primary drivers of the changes in operating assets and liabilities were a \$63.9 million increase in deferred revenue that was primarily due to seasonality in our sales cycle concentrated in the back half of our fiscal year, predominantly in the last quarter, partially offset by a \$37.6 million increase in deferred commissions primarily due to the adoption of ASC Topic 606 in addition to new and expanded deployments with paying customers during this period, a \$12.4 million increase in accounts receivable that was primarily due to higher sales and relative timing of our cash collections, and a \$5.0 million increase in prepaid expenses and other assets.

For the year ended January 31, 2018, cash provided by operating activities was \$35.4 million. 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 \$31.4 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 \$12.9 million increase in accrued expenses and other liabilities, a \$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, a \$26.1 million increase in deferred commissions, and a \$2.4 million increase in prepaid expenses and other assets. The increase in deferred revenue was primarily due to the growth in the number of paying customers, strong attach rates of add-on products, renewals and expansion of our existing customers as they broadened their deployment of our services, and an enhanced developer 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 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 \$2.4 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 \$12.5 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 \$4.7 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.

### ***Investing Activities***

Cash used in investing activities of \$16.2 million for the year ended January 31, 2019 was primarily due to our investments in Austin, Tokyo, London, and New York facilities for capacity expansions and in our data

center infrastructure to support the increasing demands, as well as fixed asset purchases to support our increased headcount. In addition, there was an increase of \$2.8 million in capitalized internal-use software costs associated with the development of additional significant features and functionality to our products. These increases in investing activities are partially offset by the proceeds from the sale of a strategic equity investment of \$1.9 million.

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.

### *Financing Activities*

Cash used in financing activities of \$29.6 million for the year ended January 31, 2019 was primarily due to \$43.8 million of employee payroll taxes paid related to net share settlement of restricted stock units reflecting an increase in equity grants driven by headcount increases and the valuation of our share price and \$23.9 million of payments of capital lease obligations, partially offset by \$21.9 million of proceeds from issuances of common stock under the 2015 ESPP and \$16.3 million of proceeds from the exercise of stock options.

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.

### **Contractual Obligations and Commitments**

The following summarizes our contractual obligations and commitments as of January 31, 2019:

	<u>Total</u>	<u>Payments Due by Period</u> <u>(in thousands)</u>			
		<u>Less Than</u> <u>1 Year</u>	<u>1-3 Years</u>	<u>3-5 Years</u>	<u>More Than</u> <u>5 Years</u>
Debt(1) . . . . .	\$ 43,004	\$ 1,724	\$ 41,280	\$ —	\$ —
Operating lease obligations, net of sublease income amounts(2) . . . . .	278,918	36,594	71,987	56,738	113,599
Capital leases(3) . . . . .	76,576	30,449	39,073	7,054	—
Purchase obligations(4) . . . . .	77,364	55,395	19,388	2,489	92
<b>Total . . . . .</b>	<b><u>\$475,862</u></b>	<b><u>\$124,162</u></b>	<b><u>\$171,728</u></b>	<b><u>\$66,281</u></b>	<b><u>\$113,691</u></b>

- (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 and certain data centers. As of January 31, 2019, we anticipated receiving sublease income of \$24.3 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 data center hardware.
- (4) Purchase obligations relate primarily to infrastructure services, data center operations, and sales and marketing activities.

### **Off-Balance Sheet Arrangements**

Through January 31, 2019, 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 of the Notes to our consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K, 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.

We adopted ASC Topic 606, effective February 1, 2018, utilizing the modified retrospective method. The reported results for fiscal year 2019 reflect the application of ASC Topic 606, while the reported results for prior fiscal years are not adjusted and continue to be reported under ASC Topic 605.

#### ***Revenue Recognition***

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

Revenue is recognized when control of these services is transferred to a customer. The amount of revenue recognized reflects the consideration we expect to be entitled to in exchange for those services.

We determine revenue recognition through the follows steps:

- Identification of the contract, or contracts, with a customer
- Identification of the performance obligations in the contract
- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contract
- Recognition of revenue when, or as we, satisfy a performance obligation

#### ***Subscription and Premier Services Revenues***

We recognize revenue when, or as we, satisfy a performance obligation. Accordingly, due to our subscription model, we recognize revenue for our subscription and premier services ratably over the contract term.

We typically invoice our customers at the beginning of the term, in multiyear, annual, quarterly or monthly installments. Our subscription and premier services contracts generally range from one to three years in length, 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.

#### *Professional Services*

Professional services are generally billed on a fixed price basis, for which revenue is recognized over time based on the proportion performed.

#### *Contracts with Multiple Performance Obligations*

Our contracts can include multiple performance obligations which may consist of some or all of subscription services, premier services, and professional services. For these contracts, we account for individual performance obligations separately if they are distinct. The transaction price is allocated to the separate performance obligations on a relative standalone selling price basis. We determine the standalone selling prices based on our overall pricing objectives, taking into consideration 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.

#### *Deferred Commissions*

Sales commissions earned by our sales force are considered incremental and recoverable costs of obtaining a contract with a customer. Sales commissions for new contracts are deferred and then amortized on a straight-line basis over a period of benefit that we have estimated to be five years. We determined the period of benefit by taking into consideration our customer contracts, our technology and other factors. Sales commissions for renewal contracts are deferred and then amortized on a straight-line basis over the related contractual renewal period. Amortization expense is included in sales and marketing expenses on the consolidated statements of operations.

We apply the practical expedient in ASC Topic 606 to expense costs as incurred for sales commissions when the amortization period would have been one year or less.

#### *Deferred Revenue*

Deferred revenue consists of billings and payments received in advance of revenue recognition generated by our subscription services, premier services, and professional services described above.

#### *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, qualifying internal and external costs are capitalized until the application is substantially complete and ready for its intended use. Capitalized qualifying costs are amortized on a straight-line basis when the software is ready for its intended use over an estimated useful life, which is generally three years. We evaluate the useful lives of these assets on an annual basis and test for impairment whenever events or changes in circumstances occur that could impact the recoverability of these assets.

#### *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 Black-Scholes 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.* Beginning in fiscal year 2019, we estimate the expected volatility of the stock option grants and 2015 ESPP purchase rights based on the historical volatility of our Class A common stock over a period equivalent to the expected term of the stock option grants and 2015 ESPP purchase rights, respectively. In previous years, the expected volatility was derived from the historical stock volatilities of several unrelated public companies within the same industry that we considered to be comparable to our business over a period equivalent to the expected term of the stock option grants and 2015 ESPP purchase rights as we did not have sufficient trading history of our Class A 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.

Refer to Note 11 of the Notes to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K for a summary of the assumptions used to estimate the fair value of stock option and ESPP purchase rights.

For performance-based restricted stock units that vest based upon continued service and achievement of certain performance conditions established by the board of directors for a predetermined period, the fair value is determined based upon the market closing price of our Class A common stock on the date of the grant; compensation expense is recognized over the requisite service period if it is probable that the performance condition will be satisfied based on the accelerated attribution method.

In addition, we have issued performance-based stock options that vest based upon continued service through the vesting term and achievement of certain market conditions established by the board of directors for a predetermined period. We measure stock-based compensation expense for performance-based stock options containing market conditions based on the estimated grant date fair value determined using the Monte Carlo



valuation model; we recognize compensation expense for such awards over the requisite service period using the accelerated attribution method.

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 is not recoverable, the carrying amount of such assets is reduced to fair value. We have not recorded any significant impairment charges 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 charges 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.

### ***Use of Estimates***

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 furniture and fixtures were longer than previously estimated useful lives used for depreciation purposes in our financial statements. As a result, effective September 1, 2018, we changed the estimated useful lives of certain furniture and fixtures to better reflect the estimated periods during which these assets will remain in service. The estimated useful lives of these assets previously depreciated for three years have now been increased to five years. This change was made prospectively for all existing furniture and fixtures as of September 1, 2018 and will continue to apply to all furniture and fixtures purchased thereafter. The effect of this change in estimate in all periods to net loss and net loss per share was not material.

### ***Recently Adopted and Issued Accounting Pronouncements***

Refer to Note 2 of the Notes to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K regarding the effect of recently adopted and issued accounting pronouncements on our 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 income (loss), non-GAAP operating margin, non-GAAP net income (loss), non-GAAP net income (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 income (loss) and non-GAAP operating margin***

We define non-GAAP operating income (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 income (loss). Non-GAAP operating margin is defined as non-GAAP operating income (loss) divided by revenue. Similarly, the same adjusting items specified in our reconciliation of GAAP to non-GAAP operating income (loss) are also excluded from the calculation of non-GAAP operating margin. 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 income (loss) and net income (loss) per share*

We define non-GAAP net income (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 income (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 income (loss) per share as non-GAAP net income (loss) divided by the weighted average outstanding shares. Similarly, the same adjusting items specified in our reconciliation of GAAP to non-GAAP net income (loss) are also excluded from the calculation of non-GAAP net income (loss) per share.

#### *Free Cash Flow*

We define free cash flow as cash flows from operating activities less purchases of property and equipment, principal payments of capital lease obligations, capitalized internal-use software costs, 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. Prior to our adoption of ASU 2016-18, *Statement of Cash Flows: Restricted Cash*, historically, we excluded the use and release of restricted cash to guarantee a significant letter of credit for our Redwood City headquarters 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, 2019, 2018 and 2017 are as follows (in thousands, except per share data and percentages):

	<b>Year Ended January 31,</b>		
	<b>2019*</b>	<b>2018**</b>	<b>2017**</b>
GAAP operating loss	\$(134,237)	\$(154,021)	\$(150,655)
Stock-based compensation	119,296	97,485	78,372
Intangible assets amortization	24	519	3,352
Expenses related to a legal verdict(1)	—	—	(1,664)
Non-GAAP operating loss	<u>\$ (14,917)</u>	<u>\$ (56,017)</u>	<u>\$ (70,595)</u>
GAAP operating margin	(22)%	(30)%	(38)%
Stock-based compensation	20	19	19
Intangible assets amortization	—	—	1
Expenses related to a legal verdict(1)	—	—	—
Non-GAAP operating margin	<u>(2)%</u>	<u>(11)%</u>	<u>(18)%</u>
GAAP net loss	\$(134,612)	\$(154,960)	\$(151,787)
Stock-based compensation	119,296	97,485	78,372
Intangible assets amortization	24	519	3,352
Expenses related to a legal verdict(1)	—	—	(1,664)
Gain on the sale of a strategic equity investment	(2,035)	—	—
Non-GAAP net loss	<u>\$ (17,327)</u>	<u>\$ (56,956)</u>	<u>\$ (71,727)</u>
GAAP net loss per share, basic and diluted	\$ (0.95)	\$ (1.16)	\$ (1.19)
Stock-based compensation	0.84	0.73	0.61
Intangible assets amortization	—	—	0.03
Expenses related to a legal verdict(1)	—	—	(0.01)
Gain on the sale of a strategic equity investment	(0.01)	—	—
Non-GAAP net loss per share, basic and diluted	<u>\$ (0.12)</u>	<u>\$ (0.43)</u>	<u>\$ (0.56)</u>
Weighted-average shares outstanding, basic and diluted	<u>141,351</u>	<u>133,932</u>	<u>127,469</u>
Net cash provided by (used in) operating activities	\$ 55,321	\$ 35,391***	\$ (2,389)***
Purchases of property and equipment	(14,808)	(11,822)	(14,956)
Payments of capital lease obligations	(23,930)	(16,052)	(8,675)
Capitalized internal-use software costs	(2,761)	—	—
Free cash flow	<u>\$ 13,822</u>	<u>\$ 7,517***</u>	<u>\$ (26,020)***</u>
Net cash used in investing activities	<u>\$ (16,151)</u>	<u>\$ (11,715)</u>	<u>\$ (7,572)</u>
Net cash (used in) provided by financing activities	<u>\$ (29,567)</u>	<u>\$ (19,830)</u>	<u>\$ 479</u>

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

\* As reported under ASC Topic 606

\*\* As reported under ASC Topic 605

\*\*\* Adjusted due to the adoption of ASU 2016-18

## **Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### ***Interest Rate Risk***

We had cash, cash equivalents and restricted cash of \$217.8 million as of January 31, 2019. Our cash, cash equivalents and restricted cash primarily consist of overnight deposits and certificates of deposit. 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.

Interest rate risk also reflects our exposure to movements in interest rates associated with the November 2017 Facility. As of January 31, 2019, we had total debt outstanding with a carrying amount of \$40.0 million which approximates fair value. 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%. A hypothetical 10% increase or decrease in interest rates after January 31, 2019 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. Our international subsidiaries maintain certain asset and liability balances that are denominated in foreign currencies. Additionally, fluctuations in foreign currency exchange rates can result in fluctuations in our total assets, liabilities, and cash flows and may cause us to recognize transaction gains and losses in our statement of operations impacting our revenue and operating expenses. To date we have managed our foreign currency risk by maintaining offsetting assets and liabilities and minimizing non-U.S. dollar 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 material 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, 2019 and 2018, and the related consolidated statements of operations, comprehensive loss, stockholders' equity and cash flows for each of the three years in the period ended January 31, 2019, 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, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended January 31, 2019, 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, 2019, 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 20, 2019 expressed an unqualified opinion thereon.

### Adoption of ASU No. 2014-09

As discussed in Note 2 to the consolidated financial statements, the Company changed its method of accounting for revenue from contracts with customers, and incremental costs to acquire contracts with customers, due to the Company's adoption of ASU No. 2014-09, *Revenue from contracts with customers*, effective February 1, 2018.

### 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 20, 2019



## **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, 2019, 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, 2019, 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 the Company as of January 31, 2019 and 2018, and the related consolidated statements of operations, comprehensive loss, stockholders' equity and cash flows for each of the three years in the period ended January 31, 2019, and the related notes and our report dated March 20, 2019 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 20, 2019

**BOX, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands)

	January 31,	
	2019*	2018**
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents .....	\$ 217,518	\$ 208,076
Accounts receivable, net of allowance of \$2,728 and \$1,856 .....	175,130	162,133
Prepaid expenses and other current assets .....	14,223	11,391
Deferred commissions .....	21,683	17,589
Total current assets .....	428,554	399,189
Property and equipment, net .....	137,703	123,977
Intangible assets, net .....	—	24
Goodwill .....	18,740	16,293
Restricted cash .....	238	350
Deferred commissions, non-current .....	53,880	8,330
Other long-term assets .....	11,046	5,403
Total assets .....	\$ 650,161	\$ 553,566
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable .....	\$ 15,431	\$ 17,036
Accrued compensation and benefits .....	34,484	37,707
Accrued expenses and other current liabilities .....	27,708	26,198
Capital lease obligations .....	28,317	18,844
Deferred revenue .....	353,590	291,902
Deferred rent .....	3,670	2,280
Total current liabilities .....	463,200	393,967
Debt, non-current .....	40,000	40,000
Capital lease obligations, non-current .....	44,597	26,980
Deferred revenue, non-current .....	21,451	29,021
Deferred rent, non-current .....	45,034	45,882
Other long-term liabilities .....	4,474	2,748
Total liabilities .....	618,756	538,598
Commitments and contingencies (Note 8)		
Stockholders' equity:		
Common stock .....	14	13
Additional paid-in capital .....	1,166,443	1,054,932
Treasury stock .....	(1,177)	(1,177)
Accumulated other comprehensive income .....	23	288
Accumulated deficit .....	(1,133,898)	(1,039,088)
Total stockholders' equity .....	31,405	14,968
Total liabilities and stockholders' equity .....	\$ 650,161	\$ 553,566

\* As reported under ASC Topic 606

\*\* As reported under ASC Topic 605

*See notes to consolidated financial statements*

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

	Year Ended January 31,		
	2019*	2018**	2017**
Revenue .....	\$ 608,386	\$ 506,142	\$ 398,605
Cost of revenue .....	173,594	135,248	112,130
Gross profit .....	434,792	370,894	286,475
Operating expenses:			
Research and development .....	163,750	136,791	115,928
Sales and marketing .....	312,210	303,319	253,020
General and administrative .....	93,069	84,805	68,182
Total operating expenses .....	569,029	524,915	437,130
Loss from operations .....	(134,237)	(154,021)	(150,655)
Interest expense, net .....	(316)	(1,013)	(896)
Other income, net .....	1,339	789	678
Loss before provision for income taxes .....	(133,214)	(154,245)	(150,873)
Provision for income taxes .....	1,398	715	914
Net loss .....	\$(134,612)	\$(154,960)	\$(151,787)
Net loss per share, basic and diluted .....	\$ (0.95)	\$ (1.16)	\$ (1.19)
Weighted-average shares used to compute net loss per share, basic and diluted .....	141,351	133,932	127,469

\* As reported under ASC Topic 606

\*\* As reported under ASC Topic 605

*See notes to consolidated financial statements*

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

	Year Ended January 31,		
	2019*	2018**	2017**
Net loss .....	\$(134,612)	\$(154,960)	\$(151,787)
Other comprehensive (loss) income***:			
Changes in foreign currency translation adjustment .....	(265)	408	(37)
Net change in unrealized gain on available-for-sale investments .....	—	—	2
Other comprehensive (loss) income***: .....	(265)	408	(36)
Comprehensive loss**** .....	<u>\$(134,877)</u>	<u>\$(154,552)</u>	<u>\$(151,823)</u>

\* As reported under ASC Topic 606

\*\* As reported under ASC Topic 605

\*\*\* 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, 2016	124,121	\$ 12	\$ 871,491	\$(1,177)	\$ (84)	\$ (732,341)	\$ 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
Issuance of common stock in connection with prior year acquisitions	8	—	—	—	—	—	—
Stock-based compensation related to stock awards	—	—	78,372	—	—	—	78,372
Vesting of restricted stock units and restricted stock awards, net of shares withheld for employee payroll taxes	1,987	—	—	—	—	—	—
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
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

	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 . . . . .	1,980	—	16,326	—	—	—	16,326
Issuance of common stock in connection with fiscal year 2019 acquisitions . . . . .	40	—	1,053	—	—	—	1,053
Issuance of common stock in connection with charitable donations . . . . .	12	—	243	—	—	—	243
Stock-based compensation related to stock awards . . . . .	—	—	115,852	—	—	—	115,852
Vesting of restricted stock units, net of shares withheld for employee payroll taxes . . . . .	3,345	1	—	—	—	—	1
Employee payroll taxes withheld related to vesting of restricted stock units . . . . .	—	—	(43,824)	—	—	—	(43,824)
Cumulative effect of ASC Topic 606 adoption . . . . .	—	—	—	—	—	39,802	39,802
Common stock issued under employee stock purchase plan . . . . .	1,617	—	21,861	—	—	—	21,861
Other comprehensive loss . . . . .	—	—	—	—	(265)	—	(265)
Net loss . . . . .	—	—	—	—	—	(134,612)	(134,612)
Balance as of January 31, 2019 . . . . .	144,311	\$ 14	\$1,166,443	\$(1,177)	\$ 23	\$(1,133,898)	\$ 31,405

\* We adopted ASC Topic 606, effective February 1, 2018, utilizing the modified retrospective method. The reported results for fiscal year 2019 reflect the application of ASC Topic 606, while the reported results for prior fiscal years are not adjusted and continue to be reported under ASC Topic 605.

See notes to consolidated financial statements



**BOX, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

	Year Ended January 31,		
	2019*	2018 (as adjusted)**	2017 (as adjusted)**
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net loss	\$(134,612)	\$(154,960)	\$(151,787)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Depreciation and amortization	46,320	40,112	40,154
Stock-based compensation expense	119,296	97,485	78,372
Amortization of deferred commissions	17,323	21,476	18,260
Loss on disposal of property and equipment	585	—	—
Gain on the sale of a strategic equity investment	(2,035)	—	—
Other	4	(101)	114
Changes in operating assets and liabilities			
Accounts receivable, net	(12,415)	(42,020)	(20,571)
Deferred commissions	(37,561)	(26,133)	(20,047)
Prepaid expenses and other assets	(4,999)	(2,441)	4,687
Accounts payable	1,655	6,900	(1,093)
Accrued expenses and other liabilities	(2,714)	12,930	(9,035)
Deferred rent	542	3,204	2,986
Deferred revenue	63,932	78,939	55,571
Net cash provided by (used in) operating activities	55,321	35,391	(2,389)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Sales of marketable securities	—	—	240
Maturities of marketable securities	—	—	7,057
Purchases of property and equipment	(14,808)	(11,822)	(14,956)
Capitalized internal-use software costs	(2,761)	—	—
Proceeds from sales of property and equipment	2	107	87
Proceeds from the sale of a strategic equity investment	1,874	—	—
Acquisitions	(458)	—	—
Net cash used in investing activities	(16,151)	(11,715)	(7,572)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Proceeds from borrowings, net of borrowing costs	—	39,930	(106)
Principal payments on borrowings	—	(40,000)	—
Proceeds from exercise of stock options	16,326	14,538	11,086
Proceeds from issuances of common stock under employee stock purchase plan	21,861	17,521	15,726
Employee payroll taxes paid related to net share settlement of restricted stock units	(43,824)	(34,776)	(17,552)
Payments of capital lease obligations	(23,930)	(16,052)	(8,675)
Acquisition related contingent consideration	—	(991)	—
Net cash (used in) provided by financing activities	(29,567)	(19,830)	479
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	(273)	408	(39)
Net increase (decrease) in cash, cash equivalents, and restricted cash	9,330	4,254	(9,521)
Cash, cash equivalents, and restricted cash, beginning of period	208,426	204,172	213,693
Cash, cash equivalents, and restricted cash, end of period	<u>\$ 217,756</u>	<u>\$ 208,426</u>	<u>\$ 204,172</u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>			
Cash paid for interest, net of amounts capitalized	\$ 2,585	\$ 1,936	\$ 1,235
Cash paid for income taxes, net of tax refunds	1,600	1,259	239
<b>SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES:</b>			
Change in accrued equipment purchases	\$ (4,373)	\$ 5,736	\$ (13,260)
Purchases of property and equipment under capital lease	50,999	26,431	31,849
Stock-based compensation expense capitalized in internal-use software costs	769	—	—
Issuance of common stock in connection with acquisitions	1,053	—	1,011
Contingent consideration accruals in connection with acquisitions	936	—	—
<b>CASH, CASH EQUIVALENTS, AND RESTRICTED CASH INFORMATION:</b>			
Cash and cash equivalents, beginning of period	\$ 208,076	\$ 177,391	\$ 185,741
Restricted cash, beginning of period	350	26,781	27,952
Cash, cash equivalents, and restricted cash, beginning of period	<u>\$ 208,426</u>	<u>\$ 204,172</u>	<u>\$ 213,693</u>
Cash and cash equivalents, end of period	\$ 217,518	\$ 208,076	\$ 177,391
Restricted cash, end of period	238	350	26,781
Cash, cash equivalents, and restricted cash, end of period	<u>\$ 217,756</u>	<u>\$ 208,426</u>	<u>\$ 204,172</u>

\* As reported under ASC Topic 606

\*\* As reported under ASC Topic 605 and adjusted due to the adoption of ASU 2016-18

*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.

Certain prior period amounts reported in our consolidated financial statements and notes thereto have been reclassified to conform to the current year presentation. Such reclassifications did not affect total revenues, operating income, or net income.

#### 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, estimate of standalone selling price allocation included in contracts with multiple performance obligations, the estimated expected benefit period for deferred commissions, the estimated useful life of capitalized internal-use software costs, observable price changes of non-marketable equity securities, fair values of stock-based awards, legal contingencies, the valuation of deferred income tax assets, and unrecognized tax benefits, 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 our fixed assets indicated that the actual lives of certain furniture and fixtures were longer than previously estimated useful lives used for depreciation purposes in our financial statements. As a result, effective September 1, 2018, we changed the estimated useful lives of certain furniture and fixtures to better reflect the estimated periods during which these assets will remain in service. The estimated useful lives of these assets previously depreciated for three years have now been increased to five years. This change was made prospectively for all existing furniture and fixtures as of September 1, 2018 and will continue to apply to all furniture and fixtures purchased thereafter. The effect of this change in estimate to net loss and net loss per share was not material in fiscal year 2019.

In the fiscal year ended January 31, 2017, our review of our fixed assets 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

## BOX, INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

estimated periods during which these assets will remain in service. The estimated useful lives of these assets, which we previously depreciated for three years, were increased to four years. The effect of this change in estimate to net loss and net loss per share was not material in fiscal year 2017.

#### *Revenue Recognition*

We adopted ASC Topic 606, effective February 1, 2018, utilizing the modified retrospective method. The reported results for fiscal year 2019 reflect the application of ASC Topic 606, while the reported results for prior fiscal years are not adjusted and continue to be reported under ASC Topic 605. Refer to *Recently Adopted Accounting Pronouncements* regarding the adoption impact of ASC Topic 606 in fiscal year 2019.

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

Revenue is recognized when control of these services is transferred to a customer. The amount of revenue recognized reflects the consideration we expect to be entitled to in exchange for those services.

We determine revenue recognition through the following steps:

- Identification of the contract, or contracts, with a customer
- Identification of the performance obligations in the contract
- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contract
- Recognition of revenue when, or as we, satisfy a performance obligation

#### *Subscription and Premier Services Revenues*

We recognize revenue when, or as we, satisfy a performance obligation. Accordingly, due to our subscription model, we recognize revenue for our subscription and premier services ratably over the contract term.

We typically invoice our customers at the beginning of the term, in multiyear, annual, quarterly or monthly installments. Our subscription and premier services contracts generally range from one to three years in length, 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.

#### *Professional Services*

Professional services are generally billed on a fixed price basis, for which revenue is recognized over time based on the proportion performed.

#### *Contracts with Multiple Performance Obligations*

Our contracts can include multiple performance obligations which may consist of some or all of subscription services, premier services, and professional services. For these contracts, we account for individual

## BOX, INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

performance obligations separately if they are distinct. The transaction price is allocated to the separate performance obligations on a relative standalone selling price basis. We determine the standalone selling prices based on our overall pricing objectives, taking into consideration 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.

#### *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 data center 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 expense associated with capitalized internal-use software and acquired technology. We allocate overhead such as rent, information technology costs and employee benefit costs to all departments based on headcount.

#### *Deferred Commissions*

Sales commissions earned by our sales force are considered incremental and recoverable costs of obtaining a contract with a customer. Sales commissions for new contracts are deferred and then amortized on a straight-line basis over a period of benefit that we have estimated to be five years. We determined the period of benefit by taking into consideration our customer contracts, our technology and other factors. Sales commissions for renewal contracts are deferred and then amortized on a straight-line basis over the related contractual renewal period. Amortization expense is included in sales and marketing expenses on the consolidated statements of operations.

We apply the practical expedient in ASC Topic 606 to expense costs as incurred for sales commissions when the amortization period would have been one year or less.

We deferred sales commissions costs of \$37.6 million, \$26.1 million and \$20.0 million during the years ended January 31, 2019, 2018 and 2017, respectively, and amortized \$17.3 million, \$21.5 million and \$18.3 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 services, and professional services described above.

#### *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 deposit insurance coverage limits.

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

## **BOX, INC.**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

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 probable based on the size, industry diversification, financial condition and past transaction history of our customers. As of January 31, 2019 and January 31, 2018, one reseller, which is also a customer, accounted for more than 10% of total accounts receivable. One reseller, which is also a customer, represented 11% of revenue for the year ended January 31, 2019. No single customer represented over 10% of revenue in the years ended January 31, 2018 and 2017.

We serve our customers and users from data center facilities operated by third parties. In order to reduce the risk of down time of our subscription services, we have established data centers 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 data center 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, 2019, 2018 and 2017, revenue attributable to customers in the United States was 77%, 78% and 82%, respectively. No country outside of the United States comprised 10% or greater of our revenue for the years ended January 31, 2019, 2018 and 2017.

Substantially all of our net assets are located in the United States. As of January 31, 2019 and 2018, property and equipment located in the United States was approximately 91% and 95%, respectively.

#### ***Foreign Currency Translation and Transactions***

The functional currency of our principal foreign subsidiary is the U.S. dollar; for the other foreign subsidiaries, the functional currency is generally the local currency. 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 and certificates of deposit.

#### ***Restricted Cash***

Restricted cash is comprised of certificates of deposit primarily related to our leases. These restricted cash balances have been excluded from our cash and cash equivalents balance and are classified as restricted cash on our consolidated balance sheets. As of January 31, 2019 and 2018, the amount of restricted cash was not material.

## BOX, INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

#### *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 (loss), net in the consolidated statements of operations. As of January 31, 2019 and 2018, 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, 2019 and 2018. Gross realized gains and losses on marketable securities were not material for the year ended January 31, 2017.

#### *Fair Value of Financial Instruments*

We measure cash and cash equivalents and restricted cash at fair value on a recurring basis.

Non-marketable equity securities include our privately held strategic equity securities without readily determinable fair values. We recorded these privately held strategic equity securities without readily determinable fair values using a measurement alternative which measures the securities at cost minus impairment, if any, plus or minus changes resulting from qualifying observable price changes with a same or similar security from the same issuer. Our non-marketable equity securities are recorded at fair value only if an impairment or observable price adjustment is recognized in the current period. If an observable price adjustment or impairment is recognized on our non-marketable equity securities, we classify these assets as Level 3 within the fair value hierarchy based on the nature of the fair value inputs. For our privately held strategic equity securities as of January 31, 2019, there was no adjustment for impairment or observable price change during fiscal year 2019. During the year ended January 31, 2019, we recognized a \$2.0 million gain on the sale of a strategic equity investment. The aggregate carrying value of our privately held strategic equity securities is not material for all periods presented and is included in other long-term assets on the consolidated balance sheets.

Our other current financial instruments, including accounts receivable, accounts payable and other current liabilities, 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 intends to actively pursue collection of the receivable. We record a contract asset when revenue is recognized in advance of invoicing. Contract assets are presented within accounts receivable on the consolidated balance sheets.

#### *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,



## BOX, INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

generally three to five 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 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 is not recoverable, the carrying amount of such assets is reduced to fair value. We have not recorded any significant impairment charges 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 charges during the years presented.



## BOX, INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

#### *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.

#### *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.

#### *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, qualifying internal and external costs are capitalized until the application is substantially complete and ready for its intended use. Capitalized qualifying costs are amortized on a straight-line basis when the software is ready for its intended use over an estimated useful life, which is generally three years. We evaluate the useful lives of these assets and test for impairment whenever events or changes in circumstances occur that could impact the recoverability of these assets.

We capitalize qualifying implementation costs incurred in a hosting arrangement that is a service contract based on the existing guidance for internal-use software. Qualifying external and internal costs incurred during the application development stage of implementation are capitalized and costs incurred during the preliminary project and post implementation stages are expensed as incurred. We amortize capitalized qualifying implementation costs on a straight-line basis over the term of the associated hosting arrangement when the module or component of the hosting arrangement is ready for its intended use. The amortization of capitalized qualifying implementation cost is presented in the same line item as fees for the associated hosting arrangement in the consolidated statements of operations. We test for impairment whenever events or changes in circumstances occur that could impact the recoverability of these assets.

#### *Advertising Costs*

Advertising costs are expensed as incurred and are included in sales and marketing expense. Advertising costs for the years ended January 31, 2019, 2018 and 2017 were \$30.2 million, \$32.1 million and \$28.1 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

## BOX, INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

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.

For performance-based restricted stock units that vest based upon continued service and achievement of certain performance conditions established by the board of directors for a predetermined period, the fair value is determined based upon the market closing price of our Class A common stock on the date of the grant; compensation expense is recognized over the requisite service period if it is probable that the performance condition will be satisfied based on the accelerated attribution method.

In addition, we have issued performance-based stock options that vest based upon continued service through the vesting term and achievement of certain market conditions established by the board of directors for a predetermined period. We measure stock-based compensation expense for performance-based stock options containing market conditions based on the estimated grant date fair value determined using the Monte Carlo valuation model; we recognize compensation expense for such awards over the requisite service period using the accelerated attribution method.

#### *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.

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 May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-09 and its related amendments regarding Accounting Standards Codification Topic 606 (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. We adopted ASC Topic 606, effective February 1, 2018, utilizing the modified retrospective method. This approach was applied to contracts that were not completed as of February 1, 2018, and the corresponding incremental costs of obtaining those contracts, which resulted in a cumulative effect

**BOX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

adjustment to the opening balance of accumulative deficit at date of adoption. The adoption of this ASU primarily impacts the timing of our revenue recognition for certain sales contracts, the capitalization and amortization of incremental costs of obtaining a contract, and related disclosures. The reported results for fiscal year 2019 reflect the application of ASC Topic 606, while the reported results for prior fiscal years are not adjusted and continue to be reported under ASC Topic 605.

Adoption Impact of ASC Topic 606 on the Opening Balance Sheet as of February 1, 2018

Under ASC Topic 606, there is a change in the timing of revenue recognition for certain sales contracts primarily due to the removal of the contingent revenue limitation pursuant to ASC Topic 605.

Under ASC Topic 606, we 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 are generally amortized over five years, which represents a longer period over which we had previously amortized, in order to align to an estimated expected benefit period under ASC Topic 606. Additionally, the scope of costs capitalized under ASC Topic 606 is significantly broader than the scope prior to ASC Topic 606, resulting in additional costs being capitalized.

The adoption of ASC Topic 606 had no impact on our cash flows from operations.

The following table summarizes the adjustments made to accounts on the consolidated balance sheet as of February 1, 2018 as a result of applying the modified retrospective method to adopt ASC Topic 606 (in thousands):

	<u>As Reported</u>	<u>Adjustments</u>		<u>As Adjusted</u>
	<u>January 31, 2018</u>	<u>Revenue Recognition</u>	<u>Incremental Costs of Obtaining a Contract</u>	<u>February 1, 2018</u>
Accounts receivable*	\$ 162,133	\$ 582		\$ 162,715
Deferred commissions	17,589		\$(3,449)	14,140
Deferred commissions, non-current**	8,330		32,855	41,185
Deferred revenue	291,902	(8,483)		283,419
Deferred revenue, non-current	29,021	(1,331)		27,690
Accumulated deficit	(1,039,088)	10,396	29,406	(999,286)

\* Contract assets are reported as part of accounts receivable upon the adoption of ASC Topic 606.

\*\* As of January 31, 2018, deferred commissions, non-current was reported as part of other long-term assets. The consolidated balance sheet as of January 31, 2018 was reclassified to conform to the current period presentation.

The decrease of deferred revenue and increase to deferred commissions as of February 1, 2018 resulted in additional deferred tax liabilities that reduced our net deferred tax asset position. The net deferred tax assets in the jurisdictions impacted by the adoption of ASC Topic 606 were fully offset by a corresponding reduction to the valuation allowance with no resulting net impact to our net assets or accumulated deficit.

In addition, the adoption of the ASC Topic 606 resulted in changes to our accounting estimates and policies for revenue recognition, deferred commissions, deferred revenue, and accounts receivable and related allowance. Please see *Summary of Significant Accounting Policies* for a discussion of our updated policies.

**BOX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

Ongoing ASC Topic 606 Financial Statement Impact as of and for the fiscal year ended January 31, 2019

Refer to “Note 3. Revenue” for the ongoing ASC Topic 606 impact on the consolidated financial statement line items as of and for the fiscal year ended January 31, 2019.

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. We adopted ASU 2016-18, effective February 1, 2018, utilizing the retrospective transition method to each period presented. The adoption of ASU 2016-18 had a material impact on our prior period consolidated statements of cash flows. We revised the prior period cash flows from operating activities, beginning cash and cash equivalents balance, and ending cash and cash equivalents balance to reflect the change in presentation of restricted cash. The cash flows from operating activities for fiscal year 2018 and fiscal year 2017 have been adjusted to \$35.4 million and negative \$2.4 million, as compared to the previously recorded \$61.8 million and negative \$1.2 million, respectively. As of January 31, 2019 and 2018, our restricted cash balance was not material. For the fiscal year ended January 31, 2019, as a result of the adoption of ASU 2016-18, the release of restricted cash, which was not material, was not reported as a cash inflow on our consolidated statements of cash flows. As indicated in the table below, for the fiscal years ended January 31, 2018 and January 31, 2017, the adoption of ASU 2016-18 decreases cash flows from operating activities by \$26.4 million and \$1.2 million, respectively.

	<u>Year Ended January 31, 2018</u>			<u>Year Ended January 31, 2017</u>		
	<u>As Reported</u>	<u>Adjustments</u>	<u>As Adjusted</u>	<u>As Reported</u>	<u>Adjustments</u>	<u>As Adjusted</u>
Changes in operating assets and liabilities:						
Prepaid expenses and other assets* . . . . .	\$ 23,990	\$(26,431)	\$ (2,441)	\$ 5,858	\$(1,171)	\$ 4,687
Net cash provided by (used in) operating activities . . . . .	61,822	(26,431)	35,391	(1,218)	(1,171)	(2,389)
Net increase (decrease) in cash, cash equivalents, and restricted cash . . . . .	30,685	(26,431)	4,254	(8,350)	(1,171)	(9,521)
Cash, cash equivalents, and restricted cash, beginning of period . . . . .	177,391	26,781	204,172	185,741	27,952	213,693
Cash, cash equivalents, and restricted cash, end of period . .	208,076	350	208,426	177,391	26,781	204,172

\* Changes in restricted cash were included as part of prepaid expenses and other assets.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*, and its related amendments in February 2018, ASU 2018-03, *Technical Corrections and Improvements to Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. ASU 2016-01 requires entities to measure equity instruments at fair value and recognize any changes in fair value within the statement of operations. We adopted ASU 2016-01 and 2018-03 effective February 1, 2018 on a prospective basis for our privately held strategic equity securities without readily determinable fair values. We elected the measurement alternative to record these investments at cost and to adjust for impairments and observable price changes with a same or similar security from the same issuer within the statement of operations. We assess our strategic

## BOX, INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

investments portfolio quarterly for impairment. If the investment is considered to be other-than-temporarily impaired, we will record the investment at fair value by recognizing an impairment through the statement of operations and establishing a new carrying value for the investment. For our privately held strategic equity securities as of January 31, 2019, there was no adjustment for impairment or observable price change during fiscal year 2019. The aggregate carrying value of our privately held strategic equity securities is not material and is included in other long-term assets on the consolidated balance sheet.

In addition, the adoption of the ASU 2016-01 and 2018-03 resulted in changes to our accounting policies for fair value of financial instruments. Please see *Summary of Significant Accounting Policies* for a discussion of our updated policies.

In June 2018, the FASB issued ASU 2018-07, *Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting*, to align the accounting for share-based payment awards issued to employees and nonemployees, particularly with regard to the measurement date and the impact of performance conditions. The new guidance requires equity-classified share-based payment awards issued to nonemployees to be measured on the grant date, instead of being remeasured through the performance completion date under the current guidance. We elected to early adopt ASU 2018-07 effective May 1, 2018. The new guidance is applied to all new equity-classified share-based payment awards issued to nonemployees after the date of adoption. In addition, for all previously issued equity-classified share-based payment awards to nonemployees for which a measurement date was not established by the adoption date, these awards were remeasured at fair value as of the adoption date. The adoption did not result in a material impact on our consolidated financial statements.

In October 2016, the FASB issued ASU 2016-16, *Accounting for Income Taxes: Intra-Entity Asset Transfers of Assets Other than Inventory*, related to the accounting for income tax effects on intra-entity asset transfers of assets other than inventory. The new guidance requires reporting entities to recognize tax expense from the sale of assets when the transfer occurs, even though the pre-tax effects of the transaction are eliminated in consolidation. We adopted ASU 2016-16 in the first quarter of fiscal year 2019 on a modified retrospective basis. The adoption did not result in a material impact on our consolidated financial statements.

In August 2018, the FASB issued ASU 2018-15, *Intangibles—Goodwill and Other – Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract*. The new guidance aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and host arrangements that include an internal-use software license) in accordance with Subtopic 350-40. We elected to early adopt ASU 2018-15 in the third quarter of fiscal year 2019 on a prospective basis. We further clarified our accounting policy with regards to internal-use software costs to reflect ASU 2018-15 under *Summary of Significant Accounting Policies*. Refer to Note 5 for the ongoing disclosure and impact on our consolidated financial statements.

#### ***Recently Issued Accounting Pronouncements***

In February 2016, the FASB issued ASU 2016-02, *Leases*, and since that date has issued several additional ASUs to further clarify certain aspects of ASU 2016-02 and to provide certain practical expedients entities can elect upon adoption. ASU 2016-02 requires lessees to record most leases on their balance sheet while recognizing expense in a manner similar to legacy guidance in ASC 840, “*Leases*”. ASU 2016-02 states that a lessee would recognize a lease liability for the obligation to make lease payments and a right-to-use asset for the right to use the underlying asset for the lease term. The new accounting guidance is effective for us beginning February 1, 2019. We have elected to adopt the new standard using the modified retrospective method. We will not apply the new accounting guidance or the

**BOX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

disclosure requirements to the comparative periods presented in the year of adoption and will continue to apply the legacy guidance, ASC 840. We are in the process of completing our assessment to evaluate our population of lease arrangements, determination of incremental borrowing rate, election of practical expedients, and our evaluation of the disclosure requirements. We intend to elect the practical expedients which allows us to carry forward our assessment on whether a contract is or contains a lease, our historical lease classification, and our initial direct costs for any leases that expired or exist prior to adoption of the new guidance. In addition, we will elect the short-term lease exception and the practical expedient to not separate lease and non-lease components.

In connection with the adoption of the new guidance, we expect to recognize right-of-use assets and operating lease liabilities on our consolidated balance sheet by \$200.0 million to \$220.0 million and \$250.0 million to \$270.0 million, respectively primarily related to office and data center facilities. Our accounting for finance leases will remain substantially unchanged from the legacy guidance except for the practical expedient to not separate lease and non-lease components. We do not believe the standard will have a material effect on our consolidated statements of operations and consolidated statements of cash flows.

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 for annual periods beginning after February 1, 2019, and interim periods therein. 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 this new standard on our consolidated financial statements.

**Note 3. Revenue**

***Impact of ASC Topic 606 on Consolidated Financial Statement Line Items***

The adoption of ASC Topic 606 impacted revenue recognition and incremental costs of obtaining a contract on our consolidated balance sheet as of January 31, 2019 and statement of operations for the fiscal year ended January 31, 2019. There was no impact on the total cash provided by operating activities for the fiscal year ended January 31, 2019. Refer to Note 2 for a description of the primary impacts resulting from the adoption of ASC Topic 606.

The following tables present the amount by which each consolidated financial statement line item is affected as of and for the fiscal year ended January 31, 2019 by ASC Topic 606 (in thousands, except per share data):

	<b>January 31, 2019</b>		
	<b>As Reported</b>	<b>Balances without adoption of ASC Topic 606</b>	<b>Effect of Change</b>
<b>ASSETS</b>			
Accounts receivable*	\$ 175,130	\$ 175,127	\$ 3
Deferred commissions	21,683	16,460	5,223
Deferred commissions, non-current	53,880	8,114	45,766
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
Deferred revenue	353,590	353,728	(138)
Deferred revenue, non-current	21,451	22,024	(573)
Accumulated deficit	(1,133,898)	(1,185,601)	51,703

\* Contract assets are reported as part of accounts receivable upon the adoption of ASC Topic 606.



**BOX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

	Year Ended January 31, 2019		
	As Reported	Balances without adoption of ASC Topic 606	Effect of Change
Revenue .....	\$ 608,386	\$ 618,068	\$ (9,682)
Operating expenses:			
Sales and marketing .....	312,210	333,793	(21,583)
Loss from operations .....	(134,237)	(146,138)	11,901
Net loss .....	(134,612)	(146,513)	11,901
Net loss per common share, basic and diluted* .....	\$ (0.95)	\$ (1.04)	\$ 0.08
Weighted-average shares used to compute net loss per share, basic and diluted .....	141,351	141,351	141,351

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

	Year Ended January 31, 2019		
	As Reported	Balances without adoption of ASC Topic 606	Effect of Change
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net loss .....	\$(134,612)	\$(146,513)	\$ 11,901
Adjustments to reconcile net loss to net cash provided by operating activities:			
Amortization of deferred commissions .....	17,323	24,549	(7,226)
Changes in operating assets and liabilities, net of effects of acquisitions: .....			
Accounts receivable, net .....	(12,415)	(12,994)	579
Deferred commissions .....	(37,561)	(23,204)	(14,357)
Deferred revenue .....	63,932	54,829	9,103
Net cash provided by operating activities ...	55,321	55,321	—

***Contract Assets***

Contract assets, which are presented within accounts receivable, were not material as of January 31, 2019.

***Deferred Revenue***

Deferred revenue was \$375.0 million as of January 31, 2019. \$283.4 million of revenue was recognized during the fiscal year ended January 31, 2019 that was included in the deferred revenue balance as of February 1, 2018.

***Transaction Price Allocated to the Remaining Performance Obligations***

As of January 31, 2019, approximately \$686.3 million of revenue is expected to be recognized from remaining performance obligations for subscription contracts. We expect to recognize revenue on 65% of these remaining performance obligations over the next 12 months, with the balance recognized thereafter.



## BOX, INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

#### *Disaggregation of Revenues*

For the year ended January 31, 2019, revenue attributable to customers in the United States was 77%. No country outside of the United States comprised 10% or greater of our revenue for the year ended January 31, 2019.

#### **Note 4. 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 that are supported by little or no market activity and 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 the identical underlying security which may not be actively traded. Restricted cash in the form of certificates of deposit related to our leases is classified within Level 2 and was not material as of January 31, 2019 and 2018.

#### **Note 5. Balance Sheet Components**

##### *Prepaid Expenses and Other Current Assets*

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

	<u>January 31,</u>	
	<u>2019</u>	<u>2018</u>
Prepaid expenses . . . . .	\$10,986	\$ 8,494
Other current assets . . . . .	3,237	2,897
Total prepaid expenses and other current assets . . . . .	<u>\$14,223</u>	<u>\$11,391</u>

**BOX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

***Property and Equipment, Net***

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

	January 31,	
	2019	2018
Servers and related equipment .....	\$ 215,626	\$ 170,422
Leasehold improvements .....	76,888	72,599
Computer hardware and software .....	20,614	14,558
Furniture and fixtures .....	13,661	14,254
Construction in progress .....	9,737	7,348
Total property and equipment .....	336,526	279,181
Less: accumulated depreciation .....	(198,823)	(155,204)
Total property and equipment, net .....	\$ 137,703	\$ 123,977

As of January 31, 2019, the gross carrying amount of property and equipment includes \$120.0 million of servers and \$8.8 million of construction in progress acquired under capital leases, and the accumulated depreciation of property and equipment acquired under these capital leases was \$54.5 million. 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.

Depreciation expense related to property and equipment was \$46.3 million, \$39.5 million and \$36.8 million for the fiscal years ended January 31, 2019, 2018 and 2017, respectively. Included in these amounts were depreciation expense for servers acquired under capital leases in the amount of \$26.3 million, \$18.8 million and \$7.9 million, for the same periods respectively. Construction in progress primarily consists of servers and networking equipment and storage infrastructure being provisioned in our data center facilities. In addition, the amounts of interest capitalized to property and equipment were not material for all periods presented.

***Other Long-term Assets***

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

	January 31,	
	2019	2018
Deposits, noncurrent .....	\$ 2,674	\$2,934
Other assets, noncurrent .....	8,372	2,469
Other long-term assets .....	\$11,046	\$5,403

***Internal-Use Software Costs***

As of January 31, 2019, we capitalized \$3.5 million in qualifying costs to develop software for internal use associated with the development of additional significant features and functionality to our products as part of other long-term assets. Included in this \$3.5 million is \$0.8 million in capitalized stock-based compensation expense. There were no material qualifying costs as of January 31, 2018. The amortization of the capitalized costs is not material for any of the periods presented. We have not recorded any related impairment charges during the periods presented.

**BOX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

As of January 31, 2019, we capitalized \$1.8 million in qualifying implementation costs incurred in a hosting arrangement that is a service contract, which is presented as an other asset. There were no material qualifying costs capitalized as of January 31, 2018. The amortization of the capitalized implementation cost is not material for any of the periods presented. We have not recorded any related impairment charges during the periods presented.

**Note 6. Business Combinations**

*Fiscal Year 2019*

During the fiscal year ended January 31, 2019, we entered into agreements to hire certain employees from three privately-held technology companies for total aggregate consideration of \$2.4 million paid in a mix of cash and shares of our Class A common stock. We accounted for these transactions as business combinations. Of the total purchase consideration for these business combinations, there were no material amounts allocated to tangible or intangible assets other than goodwill. Goodwill is primarily attributable to the enhancement of the Box user experience and the value of hired personnel. The aggregate amount of contingent consideration payments related to indemnification was not material. The aggregate transaction costs associated with these transactions were not material. Goodwill is deductible for U.S. income tax purposes.

Results of operations for these business combinations have been included in our consolidated statements of operations subsequent to the transaction completion date and were not material. Pro forma results of operations for these transactions have not been presented because they were also not material to the consolidated results of operations.

*Fiscal Year 2018*

During the fiscal year ended January 31, 2018, we did not complete any business combinations.

**Note 7. Goodwill and Intangible Assets**

*Goodwill*

Goodwill activity for the fiscal year ended January 31, 2019 is reflected in the following table (in thousands):

Balance as of January 31, 2018	\$16,293
Goodwill acquired	<u>2,447</u>
Balance as of January 31, 2019	<u>\$18,740</u>

There was no goodwill activity during the fiscal year ended January 31, 2018.

*Intangible Assets*

The gross amount of our intangible assets related to acquired technology and trade names is \$14.3 million and \$1.2 million, respectively, as of January 31, 2019. All intangible assets were fully amortized as of July 31, 2018. Intangible amortization expense was not material for the fiscal years ended January 31, 2019, 2018, and 2017. Amortization of acquired technology is included in cost of revenue and amortization for trade names is primarily included in general and administrative expenses in the consolidated statements of operations.

**BOX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

**Note 8. Commitments and Contingencies**

*Letters of Credit*

As of January 31, 2019 and 2018, we had letters of credit in the aggregate amount of \$26.5 million and \$26.4 million, respectively, 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. Refer to Note 9 for additional details related to the secured credit agreement mentioned.

*Leases*

We have entered into various non-cancellable operating lease agreements for certain of our offices and data centers with lease periods expiring primarily between fiscal years 2020 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.

As of January 31, 2019, future minimum lease payments under non-cancellable capital and operating leases are as follows (in thousands):

	<u>Capital Leases</u>	<u>Operating Leases, net of Sublease Income</u>
Years ending January 31:		
2020 .....	\$30,449	\$ 36,594
2021 .....	23,693	36,961
2022 .....	15,380	35,026
2023 .....	7,054	26,830
2024 .....	—	29,908
Thereafter .....	—	113,599
Total minimum lease payments .....	<u>\$76,576</u>	<u>\$278,918</u>
Less: amount representing interest .....	(3,662)	
Present value of minimum lease payments .....	<u>\$72,914</u>	

We sublease certain floors of our Redwood City, San Francisco, and London offices. Our current subleases have terms ranging from 31 to 55 months that will expire at various dates by fiscal year 2023. Non-cancellable sublease proceeds for the years ending January 31, 2020, 2021, 2022, and 2023 of \$7.9 million, \$7.4 million, \$4.9 million, and \$4.1 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, 2019 and 2018.

## BOX, INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

We recognize rent expense under our operating leases on a straight-line basis. Rent expense totaled \$34.3 million, \$28.7 million and \$18.5 million, net of sublease income of \$8.1 million, \$7.4 million and \$6.8 million for the years ended January 31, 2019, 2018 and 2017, respectively.

#### *Purchase Obligations*

As of January 31, 2019, future payments under non-cancellable contractual purchases, which relate primarily to infrastructure services, data center operations, and sales and marketing activities, are as follows (in thousands):

Years ending January 31:	
2020	\$55,395
2021	15,825
2022	3,563
2023	1,560
2024	929
Thereafter	92
	<u>\$77,364</u>

#### *Legal Matters*

We are currently involved in, and may in the future be involved in, litigation and subject to claims that arise in the ordinary course of business, including matters we initiate to defend ourselves or our users by determining the scope, enforceability, and validity of third-party proprietary rights or to establish our proprietary rights. 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, 2019 and 2018. Additionally, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources, and other factors, regardless of the outcome of such litigation.

#### *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.

## BOX, INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

#### Note 9. 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. 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 (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 deposit 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. Refer to Note 8 for additional details on the letters of credit and Note 4 for additional details on restricted cash in the form of certificates of deposit.

As of January 31, 2019, 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 \$1.3 million, \$1.0 million and \$0.9 million during the years ended January 31, 2019, 2018 and 2017, respectively. During the same periods, the amounts of interest capitalized were not material. Interest expense in connection with the above credit facilities includes interest charges for our line of credit, amortization of issuance costs, and unused commitment fees on our line of credit.

#### Note 10. 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;

## BOX, INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

- 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.

#### *Material modification of rights of security holders*

On June 14, 2018, all of our outstanding shares of Class B common stock automatically converted into the same number of shares of Class A common stock pursuant to the terms of our Amended and Restated Certification of Incorporation. No additional shares of Class B common stock will be issued following such conversion. The conversion occurred pursuant to Article IV of the Amended and Restated Certificate of Incorporation, which provided that each one share of Class B common stock would convert automatically, without any further action, into one share of Class A common stock on the first trading day falling on or after the date on which the outstanding shares of Class B common stock represent less than 5% of the aggregate number of shares of the then outstanding Class A common stock and Class B common stock. On June 15, 2018, we filed a certificate with the Secretary of State of the State of Delaware effecting the retirement and cancellation of our Class B common stock. This certificate of retirement had the additional effect of eliminating the authorized Class B common stock, thereby reducing the total number of our authorized shares of common stock by 200,000,000.

Our Class A and Class B common stock are referred to as common stock throughout the notes to the financial statements, unless otherwise noted. After June 14, 2018, common stock refers to our Class A common stock.

#### *Common Stock*

As of January 31, 2019, we had authorized 1,000,000,000 shares of Class A common stock, par value of \$0.0001 per share. As of January 31, 2019, 144,310,746 shares of Class A common stock were issued and outstanding.

As of January 31, 2018, we had authorized 1,000,000,000 shares of Class A common stock and 200,000,000 shares of Class B common stock, each at a par value of \$0.0001 per share. As of January 31, 2018, 125,933,323 shares of Class A common stock and 11,383,525 shares of Class B common stock were issued and outstanding.

#### *Preferred Stock*

As of January 31, 2019 and 2018, we had authorized 100,000,000 shares of undesignated preferred stock, par value of \$0.0001 per share. No shares were issued or outstanding in the same respective periods.

#### *Treasury Stock*

As of January 31, 2019 and 2018, we held an aggregate of 3,052,953 shares of common stock as treasury stock.



## BOX, INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

#### Note 11. 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 initial public offering (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, 1/48<sup>th</sup> per month thereafter, and (b) in the case of restricted stock units, 1/16<sup>th</sup> per quarter thereafter. As of January 31, 2019, 18,476,185 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 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, 2019, 1,957,913 shares were reserved for future issuance under the 2015 ESPP.

**BOX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

***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> (in thousands)
	<u>Shares</u>	<u>Weighted- Average Exercise Price</u>		
Balance as of January 31, 2017 . . . . .	12,318,800	\$ 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
Options granted . . . . .	717,658	20.78		
Option exercised . . . . .	(1,980,070)	8.24		
Options forfeited/cancelled . . . . .	(483,747)	14.23		
Balance as of January 31, 2019 . . . . .	<u>9,096,961</u>	\$ 9.01	4.97	\$108,731
Vested and expected to vest as of January 31, 2019 . . . . .	<u>9,033,624</u>	\$ 8.94	4.94	\$108,591
Exercisable as of January 31, 2019 . . . . .	<u>7,706,805</u>	\$ 7.21	4.31	\$105,673

The aggregate intrinsic value of options vested and expected to vest and exercisable as of January 31, 2019 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, 2019, 2018 and 2017 was \$30.5 million, \$25.6 million and \$26.9 million, respectively. The aggregate estimated fair value of stock options granted to employees that vested during the years ended January 31, 2019, 2018 and 2017 was \$6.7 million, \$9.0 million and \$15.2 million, respectively. The weighted-average grant date fair value of options granted to employees during the years ended January 31, 2019, 2018 and 2017 was \$8.26, \$7.04 and \$5.77 per share, respectively.

As of January 31, 2019, there was \$7.1 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 2.43 years. Out of the total unrecognized stock-based compensation expense, as of January 31, 2019, \$2.9 million related to outstanding performance-based stock options with market-based performance goals, which is expected to be recognized over a weighted-average period of 3.03 years.

***Performance-Based Stock Options***

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 both the continued employment of the participant and the achievement of market-based performance goals established by the compensation committee, 25% of the performance-based options vest one year from the vesting commencement date, and 1/48<sup>th</sup> continue to vest each month thereafter. Of the 475,000 performance-based stock options, 250,000 were forfeited in connection with a

**BOX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

participant's resignation of employment during the fiscal year ended January 31, 2018. During fiscal year 2019, the market-based performance goals were met. Therefore, the performance-based stock options will continue to vest based on the continued employment of the participant. The grant date fair value of these awards was determined using a Monte Carlo valuation model and the related stock-based compensation expense is recognized based on an accelerated attribution method.

In April 2018, the compensation committee of our board of directors approved and granted 650,000 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 both the continued employment of the participant and the achievement of market-based performance goals established by the compensation committee, 25% of the performance-based options vest one year from the vesting commencement date, and 1/48<sup>th</sup> continue to vest each month thereafter. As of January 31, 2019, the market-based performance goals were not met. The grant date fair value of these awards was determined using a Monte Carlo valuation model and the related stock-based compensation expense is recognized based on an accelerated attribution model.

***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, 2017 .....	11,822,316	\$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>14,619,252</u>	\$16.42
Granted .....	10,349,570	22.12
Vested, net of shares withheld for employee payroll taxes .....	(3,344,632)	16.84
Forfeited/cancelled .....	<u>(3,525,483)</u>	17.72
Unvested balance—January 31, 2019 .....	<u>18,098,707</u>	\$19.35

As of January 31, 2019, there was \$254.8 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 2.94 years.

***2015 ESPP***

As of January 31, 2019, there was \$13.0 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,		
	2019	2018	2017
Cost of revenue . . . . .	\$ 14,065	\$10,742	\$ 7,882
Research and development . . . . .	45,189	37,733	30,796
Sales and marketing . . . . .	36,864	31,742	26,142
General and administrative . . . . .	23,178	17,268	13,552
Total stock-based compensation . . . . .	\$119,296	\$97,485	\$78,372

In the first quarter of fiscal year 2019, our Compensation Committee adopted and approved the performance criteria and targets for fiscal year 2019 under our omnibus Executive Incentive Plan (the “Fiscal 2019 Executive Bonus Plan”). The Fiscal 2019 Executive Bonus Plan provided opportunities for cash and equity incentive compensation payouts based on our actual achievement of pre-established corporate financial objectives. Of the total \$119.3 million stock-based compensation expense recognized in fiscal year 2019, \$4.2 million related to the equity incentive compensation payouts.

***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,		
	2019	2018	2017
<b>Employee Stock Options</b>			
Expected term (in years) . . . . .	5.5 – 5.8	5.5 – 6.1	5.5 – 6.0
Risk-free interest rate . . . . .	2.8% – 3.1%	1.8% – 2.1%	1.3% – 2.0%
Volatility . . . . .	45%	38% – 40%	40% – 43%
Dividend yield . . . . .	0%	0%	0%
<b>Employee Stock Purchase Plan</b>			
Expected term (in years) . . . . .	0.5 – 2.0	0.5 – 2.0	0.5 – 2.0
Risk-free interest rate . . . . .	2.0% – 2.8%	0.9% – 1.4%	0.5% – 0.9%
Volatility . . . . .	37% – 50%	28% – 43%	39% – 60%
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.* Beginning in fiscal year 2019, we estimate the expected volatility of the stock option grants and 2015 ESPP purchase rights based on the historical volatility of our Class A common stock over a

**BOX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

period equivalent to the expected term of the stock option grants and 2015 ESPP purchase rights, respectively. In previous years, the expected volatility was derived from the historical stock volatilities of several unrelated public companies within the same industry that we considered to be comparable to our business over a period equivalent to the expected term of the stock option grants and 2015 ESPP purchase rights as we did not have sufficient trading history of our Class A 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.

**Note 12. Net Loss per Share**

On June 14, 2018, all of our outstanding shares of Class B common stock automatically converted into the same number of shares of Class A common stock pursuant to the terms of our Amended and Restated Certificate of Incorporation. No additional shares of Class B common stock will be issued following such conversion. Refer to Note 10 for additional details related to the conversion of Class B common stock.

For periods where there were Class B shares outstanding, 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,					
	2019		2018		2017	
	Class A	Class B	Class A	Class B	Class A	Class B
Numerator:						
Net loss	\$(131,089)	\$(3,523)	\$(115,847)	\$(39,113)	\$(64,771)	\$(87,016)
Denominator:						
Weighted-average number of shares outstanding—basic and diluted	137,652	3,699	100,127	33,805	54,394	73,075
Net loss per share—basic and diluted	<u>\$ (0.95)</u>	<u>\$ (0.95)</u>	<u>\$ (1.16)</u>	<u>\$ (1.16)</u>	<u>\$ (1.19)</u>	<u>\$ (1.19)</u>

**BOX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

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,		
	2019	2018	2017
Options to purchase common stock .....	9,819	11,971	13,550
Restricted stock units .....	14,539	13,369	10,121
Employee stock purchase plan .....	1,353	1,624	2,090
Repurchasable shares from early-exercised options and unvested restricted stock . . .	—	98	324
Contingently issuable common stock .....	—	3	77
	25,711	27,065	26,162

**Note 13. Income Taxes**

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

	Year Ended January 31,		
	2019	2018	2017
United States .....	\$ (90,408)	\$(107,701)	\$(115,640)
Foreign .....	(42,806)	(46,544)	(35,233)
Total .....	\$(133,214)	\$(154,245)	\$(150,873)

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

	Year Ended January 31,		
	2019	2018	2017
Current:			
Federal .....	\$ —	\$ (430)	\$ 26
State .....	162	75	122
Foreign .....	1,885	1,426	770
Total .....	\$2,047	\$1,071	\$ 918
Deferred:			
Federal .....	\$ —	\$ (134)	\$ 96
State .....	18	18	—
Foreign .....	(667)	(240)	(100)
Total .....	\$ (649)	\$ (356)	\$ (4)
Provision for income taxes .....	\$1,398	\$ 715	\$ 914

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; limitations on the deductibility of executive compensation; creation of the base erosion anti-abuse tax (“BEAT”); Global Intangible Low-Taxed Income (“GILTI”), a new minimum tax; and the transition of U.S. international taxation from a worldwide tax system to a modified territorial tax 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, 2019, we are subject to the corporate tax rate of 21%. The items accounting for the difference between income taxes computed at the federal statutory income tax rate of 21% and the provision for income taxes consisted of the following (in thousands):

	<b>Year Ended January 31,</b>		
	<b>2019</b>	<b>2018</b>	<b>2017</b>
Tax benefit at federal statutory rate	\$(27,975)	\$(50,772)	\$(51,297)
State taxes, net of federal benefit	(2,672)	(7,803)	(7,778)
Foreign rate difference	1,798	7,988	7,363
Nondeductible expenses	535	689	594
Research and development credit	(5,536)	(3,967)	(3,607)
Stock-based compensation	(6,541)	(4,148)	6,451
Change in reserve for unrecognized tax benefits	5,507	3,537	3,634
Other	193	(383)	97
Change in valuation allowance, including the effect of tax rate change	35,061	(34,119)	45,457
Effect of tax rate change on deferred tax assets	1,028	89,693	—
<b>Total provision for income taxes</b>	<b>\$ 1,398</b>	<b>\$ 715</b>	<b>\$ 914</b>

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

	<b>January 31,</b>	
	<b>2019</b>	<b>2018</b>
<b>Deferred tax assets:</b>		
Net operating loss carryover	\$ 233,952	\$ 210,143
Accruals and reserves	19,771	17,433
Stock-based compensation	16,239	11,673
Depreciation and amortization	6,751	5,809
Tax credit carryover	4,325	4,325
Acquired intangible assets	557	597
<b>Total deferred tax assets</b>	<b>281,595</b>	<b>249,980</b>
Valuation allowance	(275,293)	(249,359)
<b>Total deferred tax assets, net of valuation allowance</b>	<b>6,302</b>	<b>621</b>
<b>Deferred tax liabilities:</b>		
Investments	(56)	—
Deferred Commissions	(4,882)	—
Goodwill with indefinite life amortization	(283)	(191)
<b>Total deferred tax liabilities</b>	<b>(5,221)</b>	<b>(191)</b>
<b>Net deferred tax assets</b>	<b>\$ 1,081</b>	<b>\$ 430</b>

As a result of our adoption of ASC Topic 606 as of February 1, 2018, the \$9.8 million decrease of deferred revenue and the \$29.4 million increase to deferred commissions resulted in additional deferred tax liabilities that reduced our net deferred tax asset position. The net deferred tax assets in the jurisdictions impacted by the adoption of ASC Topic 606 were fully offset by a corresponding reduction to the valuation allowance with no resulting net impact to our net assets or accumulated deficit.



## BOX, INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

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 net 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 increased by \$25.9 million and decreased by \$27.0 million, respectively, during the years ended January 31, 2019 and 2018.

Under the Tax Act, net operating loss carryforwards generated for tax years ending after December 31, 2018, 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 net operating loss carryforwards generated for the fiscal year ended January 31, 2019, in the U.S. will be realized to the extent of future reversal of taxable temporary difference associated with indefinite-lived intangible assets.

The changes included in the Tax Act are broad and complex. In response to the Tax Act, the SEC staff issued guidance on accounting for the tax effects of the Tax Act. The guidance provided a one-year measurement period for companies to complete the accounting. During the year ended January 31, 2019, we completed our accounting for the income tax effects of the Tax Act. 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%. We recorded a tax expense of \$89.7 million during fiscal year 2018 and an additional \$1.0 million during fiscal year 2019 associated with the remeasurement of our deferred tax assets and deferred tax liabilities for the corporate rate reduction. 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 tax balances are offset by the valuation allowance.

We have completed the calculation of the total post-1986 foreign earnings & profits (E&P) for all foreign subsidiaries. Due to the ability to offset positive accumulated foreign earnings with existing accumulated foreign deficits, our finalized computation of the one-time repatriation tax did not result in additional income tax expense. We have assessed applicability of GILTI, BEAT and other provisions of the Tax Act applicable for fiscal year 2019 and determined the provisions have an insignificant impact on our taxes.

As of January 31, 2019, we had federal, state and foreign net operating loss carryforwards of \$692.3 million, \$713.2 million and \$268.0 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. We have federal net operating loss carryforwards of \$181.3 million, which can be carried forward indefinitely. 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, 2019, we had federal and state research and development tax credit carryforwards of \$25.9 million and \$26.8 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 net operating loss 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,		
	2019	2018	2017
Unrecognized tax benefits—beginning of period	\$36,194	\$28,644	\$20,656
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	(20)	(337)	—
Additions for tax positions related to prior year	2,140	—	447
Additions for tax positions related to current year	11,569	8,858	7,541
Unrecognized tax benefits—end of period	<u>\$49,883</u>	<u>\$36,194</u>	<u>\$28,644</u>

The gross unrecognized tax benefits, if recognized, would not materially affect the effective tax rate as of January 31, 2019, 2018 and 2017. 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, 2019, 2018 and 2017.

We file tax returns in the U.S. 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 14. 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 15. 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 material 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, 2019 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, 2019. The effectiveness of our internal control over financial reporting as of January 31, 2019 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**

On March 15, 2019, we entered into an amended agreement with Switch, Ltd. regarding the expansion of certain of our data center facilities. Please see the section titled “Risk Factors” of this Annual Report on Form 10-K for a discussion of various risks related to our data center facilities.

### 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 2019 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, 2019, 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
3.3	Certificate of Retirement of Class B Common Stock of Box, Inc., dated June 16, 2018	8-K	001-36805	3.1	June 15, 2018
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 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

Exhibit Number	Exhibit Description	Form	Incorporated by Reference		
			File No.	Exhibit	Filing Date
10.13 <input type="checkbox"/>	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
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 <input type="checkbox"/>	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 <input type="checkbox"/>	Wholesale Data center 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*	Offer Letter between Box, Inc. and Stephanie Carullo, dated July 7, 2017.	8-K	001-36805	10.1	July 12, 2017
10.20*	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.				
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.				



<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>
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 20, 2019

### 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 David Leeb, 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 20, 2019
<u>/s/ Dylan Smith</u> Dylan Smith	Chief Financial Officer and Director (Principal Financial Officer)	March 20, 2019
<u>/s/ Jeff Mannie</u> Jeff Mannie	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	March 20, 2019
<u>/s/ Sue Barsamian</u> Sue Barsamian	Director	March 20, 2019
<u>/s/ Dana Evan</u> Dana Evan	Director	March 20, 2019
<u>/s/ Kim Hammonds</u> Kim Hammonds	Director	March 20, 2019

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<hr/> /s/ Steven Krausz Steven Krausz	Director	March 20, 2019
<hr/> /s/ Dan Levin Dan Levin	Director	March 20, 2019
<hr/> /s/ Rory O'Driscoll Rory O'Driscoll	Director	March 20, 2019
<hr/> /s/ Josh Stein Josh Stein	Director	March 20, 2019

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“At Box, we are pioneering the category of Cloud Content Management. Today, 70 percent of the Fortune 500 — including AstraZeneca, General Electric, Nationwide, and P&G — use Box to accelerate business processes, power workplace collaboration, and protect their most valuable information. This is a \$40+ billion market and Box is the only cloud-native platform built to manage the digital business of the future.”

— Aaron Levie, CEO and Cofounder, Box





### Corporate Headquarters

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

### Global Offices

#### San Francisco, CA

100 1<sup>st</sup> Street  
13<sup>th</sup> Floor  
San Francisco, CA 94105

#### New York, NY

386 Park Avenue South  
3<sup>rd</sup> Floor  
New York, NY 10016

#### Austin, TX

600 Congress Avenue  
24<sup>th</sup> Floor  
Austin, TX 78701

#### London, UK

White Collar Factory  
1 Old Street Yard  
15<sup>th</sup> Floor  
London EC1Y 8AF  
United Kingdom

#### Tokyo, Japan

Tekko Building  
15<sup>th</sup> Floor  
Marunouchi 1-8-2, Chiyoda Ku  
Tokyo, 100-0005  
Japan

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