SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See
$^{\circ}$	Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL							
OMB Number:	3235-0287						
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1. Name and Address of Reporting Person [*] SC XII MANAGEMENT LLC			2. Issuer Name and Ticker or Trading Symbol DROPBOX, INC. [DBX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner					
						Λ			
(Last) C/O SEQUOIA C 2800 SAND HILI	(First) CAPITAL L ROAD, SUITE 1	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/26/2019		Officer (give title below)		Other (specify below)		
(Street) MENLO PARK	СА	94025	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi X	dual or Joint/Group Fil Form filed by One R Form filed by More ti	eportir	ng Person		
(City)	(State)	(Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Chemed Execution Date if any (Month/Day/Year) 3. Transaction Code (Instr. 8)			4. Securities A Disposed Of (D	cquired (/)) (Instr. 3	A) or , 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
		Co		v	Amount (A) or (D) Price		Transaction(s) (Instr. 3 and 4)		(1130.4)	
Class A Common Stock	02/26/2019		С		3,808,957	A	\$0.00	3,808,957	I	By Sequoia Capital XII, LP ⁽¹⁾
Class A Common Stock	02/26/2019		С		142,525	A	\$0.00	142,525	I	By Sequoia Technology Partners XII, LP ⁽¹⁾
Class A Common Stock	02/26/2019		С		407,091	A	\$0.00	407,091	I	By Sequoia Capital XII Principals Fund, LLC ⁽¹⁾
Class A Common Stock	02/26/2019		J ⁽²⁾		3,808,957	D	\$0.00	0	I	By Sequoia Capital XII, LP ⁽¹⁾
Class A Common Stock	02/26/2019		J ⁽²⁾		142,525	D	\$0.00	0	I	By Sequoia Technology Partners XII, LP ⁽¹⁾
Class A Common Stock	02/26/2019		J ⁽²⁾		407,091	D	\$0.00	0	I	By Sequoia Capital XII Principals Fund, LLC ⁽¹⁾
Class A Common Stock	02/26/2019		J(2)		3,524	D	\$0.00	14,104	I	By Sequoia Capital U.S. Venture 2010-Seed Fund, L.P. (3)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)	Instr.	Deri Seci Acq or D (D) (Derivative Expiration Date S Securities (Month/Day/Year) D		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		lying Derivative derivati ty Security Securit (Instr. 5) Benefic Owned Followi Reporte		ative Ownership rities Form: ficially Direct (D) ed or Indirect wing (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Class B Common Stock	(4)	02/26/2019		С			3,808,957	(4)	(4)	Class A Common Stock	3,808,957	\$0.00	60,943,316	Ι	By Sequoia Capital XII, LP ⁽¹⁾

Derivative Security (Instr. 3) Class B Common Stock 1. Name and SC XII N (Last) C/O SE QL 2800 SAN (Street) MENLO P (City) 1. Name and SEQUO 2800 SAN (Street) MENLO P (Street) MENLO P	MANAC	3. Transaction Date (Month/Day/Year) 02/26/2019 02/26/2019 Reporting Person* CEMENT LL0	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code 8) Code	(Instr.	Deri Secu Acq or D	umber of vative urities uired (A) isposed of Instr. 3, 4 5)	Expiration D	ate	Securities Derivative	Underlying Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially	10. Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership
Common Stock Class B Common Stock 1. Name and SC XII N (Last) C/O SEQU 2800 SAN (Street) MENLO P (City) 1. Name and SEQUO1 (Last) C/O SEQU 2800 SAN (Street) MENLO P (Street) MENLO P (City)	(4) d Address of MANAC	02/26/2019 Reporting Person*			v	(A)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)			derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial
Common Stock Class B Common Stock 1. Name and SC XII N (Last) C/O SEQU 2800 SAN (Street) MENLO P (City) 1. Name and SEQUO1 (Last) C/O SEQU 2800 SAN (Street) MENLO P (Street) MENLO P (City)	(4) d Address of MANAC	02/26/2019 Reporting Person*		с			(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Common Stock 1. Name and CONTROLOGY (Last) C/O SEQU 2800 SAN (Street) MENLO P (City) 1. Name and SEQUOD (Last) C/O SEQU 2800 SAN (Street) MENLO P (City)	d Address of MANAC	Reporting Person*					142,525	(4)	(4)	Class A Common Stock	142,525	\$0.00	2,280,394	I	By Sequoia Technology Partners XII, LP ⁽¹⁾
SC XII N (Last) C/O SEQU 2800 SAN (Street) MENLO P (City) 1. Name and SEQUO (Last) C/O SEQU 2800 SAN (Street) MENLO P (City)	MANAC			С			407,091	(4)	(4)	Class A Common Stock	407,091	\$0.00	6,513,448	I	By Sequoia Capital XII Principals Fund, LLC ⁽¹⁾
C/O SEQU 2800 SAN (Street) MENLO P (City) 1. Name and SEQUO (Last) C/O SEQU 2800 SAN (Street) MENLO P (City)			<u>C</u>	*			·	,	*	*	*	*	*	*	*
(Street) MENLO P (City) 1. Name and SEQUO (Last) C/O SEQU 2800 SAN (Street) MENLO P (City)			(Middle)												
MENLO P (City) 1. Name and SEQUO (Last) C/O SEQU 2800 SAN (Street) MENLO P (City)	ND HILL F	ROAD, SUITE 1	01												
1. Name and SEQUOI (Last) C/O SEQU 2800 SAN (Street) MENLO P (City)	PARK	CA	94025												
SEQUO (Last) C/O SEQU 2800 SAN (Street) MENLO P (City)		(State)	(Zip)												
C/O SEQU 2800 SAN (Street) MENLO P (City)		Reporting Person [*] ITAL XII A I	DELAWARE	<u>L P</u>											
2800 SAN (Street) MENLO P (City)		(First)	(Middle)												
MENLO P		PITAL ROAD, SUITE 1	01												
	PARK	СА	94025												
1 Nome and		(State)	(Zip)												
		Reporting Person [*] ITAL XII PR	INCIPALS F	UNE	<u>)</u>										
(Last) C/O SEQU	UOIA CAI	(First) PITAL	(Middle)												
2800 SAN	ND HILL F	ROAD, SUITE 1	01												
(Street) MENLO P	PARK	CA	94025												
(City)		(State)	(Zip)												
	IA TEC	Reporting Person [*] <u>HNOLOGY I</u> P	PARTNERS	<u>XII A</u>	<u>\</u>										
(Last) C/O SEQU	UOIA CAI	(First) PITAL	(Middle)												
2800 SAN	ND HILL F	ROAD, SUITE 1	01												
(Street) MENLO P	PARK	CA	94025												
(City)		(State)	(Zip)												
1. Name and <u>SC US (</u>		Reporting Person [*]													
(Last) C/O SEQU	<u>(1101),</u>	(First)	(Middle)												

2800 SAND HILL ROAD, SUITE 101										
(Street)										
MENLO PARK	CA	94025								
(City)	(State)	(Zip)								
1. Name and Address	of Reporting Per	son [*]								
<u>SC U.S. VENT</u>	<u>URE 2010</u>	<u>MANAGEMENT, L.P.</u>								
(Last)	(First)	(Middle)								
C/O SEQUOIA CAPITAL										
2800 SAND HILL ROAD, SUITE 101										
(Street)										
MENLO PARK	CA	94025								
(City)	(State)	(Zip)								
1. Name and Address	of Reporting Per	son [*]								
	PITAL U.S	. VENTURE 2010-SEED								
<u>FUND, L.P.</u>										
(Last)	(First)	(Middle)								
C/O SEQUOIA CAPITAL										
2800 SAND HILL ROAD, SUITE 101										
(Street)										
MENLO PARK	CA	94025								
(City)	(State)	(Zip)								

Explanation of Responses:

1. SC XII Management, LLC ("SC XII Management") is the general partner of Sequoia Capital XII, L.P. and Sequoia Technology Partners XII, L.P. and is the managing member of Sequoia Capital XII Principals Fund, LLC. As a result, SC XII Management may be deemed to share voting and dispositive power with respect to the shares held by Sequoia Capital XII, L.P., Sequoia Technology Partners XII, L.P. and Sequoia Capital XII Principals Fund, LLC. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

2. Represents a distribution of Class A Common Stock of the Issuer to partners or members and includes subsequent distributions by general partners or managing members to their respective partners or members. 3. SC US (TTGP), Ltd. is the general partner of SC U.S. Venture 2010 Management, L.P., which is the general partner of Sequoia Capital U.S. Venture 2010-Seed Fund, L.P. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

4. The Issuer's Class B Common Stock is convertible into the Issuer's Class A Common Stock on a one-for-one basis at the Reporting Person's election and has no expiration date. Remarks:

/s/ Jung Yeon Son, by power of <u>attorney for Douglas Leone, a</u> 02/28/2019 Managing Member of SC XII Management, LLC <u>/s/ Jung Yeon Son, by power of</u> <u>attorney for Douglas Leone, a</u> Managing Member of SC XII <u>02/28/201</u>9 Management, LLC, the General Partner of Sequoia Capital XII, L.P. /s/ Jung Yeon Son, by power of attorney for Douglas Leone, a Managing Member of SC XII 02/28/2019 Management, LLC, the Managing Member of Sequoia Capital XII Principals Fund LLC /s/ Jung Yeon Son, by power of attorney for Douglas Leone, a Managing Member of SC XII 02/28/2019 Management, LLC, the General Partner of Sequoia Technology Partners XII, L.P. /s/ Jung Yeon Son, by power of <u>attorney for Douglas Leone, a</u> 02/28/2019 Director of SC US (TTGP), Ltd. /s/ Jung Yeon Son, by power of attorney for Douglas Leone, a Director of SC US (TTGP), Ltd., 02/28/2019 the general partner of SC U.S. Venture 2010 Management, L.P. /s/ Jung Yeon Son, by power of 02/28/2019 attorney for Douglas Leone, a Director of SC US (TTGP), Ltd.,

 the general partner of SC U.S.

 Venture 2010 Management, L.P.,

 the general partner of Sequoia

 Capital U.S. Venture 2010-Seed

 Fund, L.P.

 ** Signature of Reporting Person

 Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.