SEC Form 4

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| **FORM 4** | | **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** Washington, D.C. 20549  **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 | | Estimated average burden | | | hours per response: | 0.5 | | |  | |
|  | Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b). |

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 1. Name and Address of Reporting Person\*   |  | | --- | | [Young Timothy H.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001791676) |  |  |  |  | | --- | --- | --- | | (Last) | (First) | (Middle) |  |  | | --- | | 1800 OWENS STREET | | SUITE 200 |   (Street)   |  |  |  | | --- | --- | --- | | SAN FRANCISCO | CA | 94158 |  |  |  |  | | --- | --- | --- | | (City) | (State) | (Zip) | | 2. Issuer Name **and** Ticker or Trading Symbol  [DROPBOX, INC.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001467623) [ DBX ] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)   |  |  |  |  | | --- | --- | --- | --- | |  | Director |  | 10% Owner | | X | Officer (give title below) |  | Other (specify below) | | President | | | | |
| 3. Date of Earliest Transaction (Month/Day/Year) 02/24/2022 |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |  | | --- | --- | | X | Form filed by One Reporting Person | |  | Form filed by More than One Reporting Person | |

| **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 02/24/2022 |  | S(1) |  | 8,105 | D | $20.4946(2) | 1,909,022(3) | D |  |
| Class A Common Stock | 02/24/2022 |  | S(1) |  | 4,645 | D | $21.2886(4) | 1,904,377(3) | D |  |

| **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. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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| **Explanation of Responses:** |
| 1. These shares were sold pursuant to a Rule 10b5-1 trading plan entered into by the Reporting Person. |
| 2. This transaction was executed in multiple trades at prices ranging from $20.00to $20.96. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected. |
| 3. Certain of these securities are restricted stock awards. Each restricted stock award represents the Reporting Person's right to receive one share of Class A Common Stock, subject to the applicable vesting schedule through February 15, 2024. In the event the Reporting Person ceases to be a Service Provider, the unvested restricted stock awards will be cancelled by the Issuer. |
| 4. This transaction was executed in multiple trades at prices ranging from $21.01 to $21.43. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected. |
| **Remarks:** |
|  |

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| --- | --- | --- |
|  | /s/ Cara Angelmar, Attorney-in-Fact | 02/28/2022 |
|  | \*\* 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.** | | |

LIMITED POWER OF ATTORNEY - SECURITIES LAW COMPLIANCE

The undersigned, as an officer or director of Dropbox, Inc.

(the "Corporation"), hereby constitutes and appoints Timothy Regan,

Bart Volkmer and Cara Angelmar, each the undersigned's true and

lawful attorney-in-fact and agent to complete and execute such Forms

144, Form ID, Forms 3, 4 and 5 and other forms as such attorney

shall in his or her discretion determine to be required or advisable

pursuant to Rule 144 promulgated under the Securities Act of 1933,

as amended, Section 16 of the Securities Exchange Act of 1934, as

amended, and the rules and regulations promulgated thereunder, or

any successor laws and regulations, as a consequence of the

undersigned's ownership, acquisition or disposition of securities of

the Corporation, and to do all acts necessary in order to file such

forms with the Securities and Exchange Commission, any securities

exchange or national association, the Corporation and such other

person or agency as the attorney shall deem appropriate.

The undersigned hereby ratifies and confirms all that said

attorneys-in-fact and agents shall do or cause to be done by virtue

hereof. The undersigned acknowledges that the foregoing attorneys-

in-fact, in serving in such capacity at the request of the

undersigned, are not assuming, nor is the Company assuming, any of

the undersigned's responsibilities to comply with Section 16 of the

Securities Exchange Act of 1934 (as amended).

This Limited Power of Attorney shall remain in full force and

effect until the undersigned is no longer required to file Forms 3,

4 and 5 with respect to the undersigned's holdings of and

transactions in securities issued by the Corporation unless earlier

revoked by the undersigned in a writing delivered to the foregoing

attorneys-in-fact.

This Limited Power of Attorney is executed as of the date set

forth below.

Signature: /s/ Timothy H. Young

Print Name: Timothy H. Young

Dated: 2/15/2021