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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

Dropbox, Inc.
(Name of Issuer)

Class A Common Stock, par value \$0.00001 per share
(Title of Class of Securities)

26210C 104
(CUSIP Number)

December 31, 2023
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names of Reporting Persons. Andrew W. Houston	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization United States of America	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 88,515,731 (See Item 4(a) below)
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 88,515,731 (See Item 4(a) below)
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 88,515,731 (See Item 4(a) below)	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
11.	Percent of Class Represented by Amount in Row (9) 25.7% (See Item 4(b) below)	
12.	Type of Reporting Person (See Instructions) IN	

Item 1(a) Name of Issuer:

Dropbox, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

1800 Owens Street
San Francisco, CA 94158

Item 2 (a) Name of Person Filing:

Andrew W. Houston

Item 2 (b) Address of Principal Business Office or, if none, Residence:

c/o Dropbox, Inc.
1800 Owens Street
San Francisco, CA 94158

Item 2 (c) Citizenship:

Andrew W. Houston is a United States citizen

Item 2 (d) Title of Class of Securities:

Class A Common Stock, par value \$0.00001 per share

Item 2 (e) CUSIP Number:

26210C 104

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or 240.13d-2(c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

(a) Amount beneficially owned:

As of December 31, 2023, (i) 8,266,666 shares of Class A Common Stock were held by Andrew W. Houston, (ii) 716,728 shares of Class A Common Stock and 7,743,764 shares of Class B Common Stock were held by the Houston Remainder Trust u/a 12/30/2010, for which Mr. Houston serves as trustee, (iii) 71,288,073 shares of Class B Common Stock were held by Andrew Houston Revocable Trust u/a/d 9/7/2011, for which Mr. Houston serves as trustee and (iv) 500,500 shares of Class B Common Stock were held by the Houston 2012 Irrevocable Children's Trust u/a 4/12/2012, for which Mr. Houston serves as trustee.

Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date. Each share of Class B Common Stock is entitled to ten votes per share, whereas each share of Class A Common Stock is entitled to one vote per share. The rights of the holders of Class A Common Stock and Class B Common Stock are identical, except with respect to the aforementioned conversion rights and voting rights.

- (b) Percent of class:

25.7%

The ownership percentage above is calculated based on 265,064,665 shares of Class A Common Stock outstanding as of October 30, 2023, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 3, 2023, which number includes restricted stock awards subject to vesting as such shares are entitled to vote, plus the assumed conversion of 79,532,337 shares of Class B Common Stock deemed beneficially owned by Mr. Houston, as described herein, into shares of Class A Common Stock.

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or direct the vote: 88,515,731 shares
- (ii) Shared power to vote or direct the vote: 0 shares
- (iii) Sole power to dispose or to direct the disposition of: 88,515,731 shares
- (iv) Shared power to dispose or to direct the disposition of: 0 shares

Item 5. Ownership of 5 Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 9, 2024

/s/ Andrew W. Houston
Andrew W. Houston