

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

**SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-2

**Dropbox, Inc.**

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**\*\*\* Exercise Your *Right* to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on May 21, 2020.**

**DROPBOX, INC.**



DROPBOX, INC.  
1800 OWENS ST.  
SAN FRANCISCO, CA 94158

D10057-P33142

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** March 23, 2020  
**Date:** May 21, 2020 **Time:** 9:00 AM PDT  
**Location:** Meeting live via the Internet-please visit  
[www.virtualshareholdermeeting.com/DBX2020](http://www.virtualshareholdermeeting.com/DBX2020).

The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit [www.virtualshareholdermeeting.com/DBX2020](http://www.virtualshareholdermeeting.com/DBX2020) and be sure to have the information that is printed in the box marked by the arrow → **XXXX XXXX XXXX XXXX** (located on the following page).

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**



## Voting Items

**The Board of Directors recommends you vote FOR each of the following nominees:**

1. The election of eight directors to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified;

**Nominees:**

- |                       |                          |
|-----------------------|--------------------------|
| 01) Andrew W. Houston | 05) Robert J. Mylod, Jr. |
| 02) Donald W. Blair   | 06) Karen Peacock        |
| 03) Lisa Campbell     | 07) Condoleezza Rice     |
| 04) Paul E. Jacobs    | 08) R. Bryan Schreier    |

**The Board of Directors recommends you vote FOR proposals 2 and 3.**

2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2020; and
3. To approve, on an advisory basis, the compensation of our named executive officers.

**NOTE:** The proxy holders will vote in their discretion on any other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

D10060-P33142

