SEC Form 4	
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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
\cup	obligations may continue. See
	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										
Estimated average burden										
hours per response:	0.5									

1. Name and Address of Reporting Person [*] Schreier R. Bryan			2. Issuer Name and Ticker or Trading Symbol <u>DROPBOX</u> , <u>INC.</u> [DBX]		tionship of Reporting I all applicable) Director Officer (give title	Person X	(s) to Issuer 10% Owner Other (specify	
(Last) 333 BRANNAN	ast) (First) (Middle) 33 BRANNAN STREET		3. Date of Earliest Transaction (Month/Day/Year) 06/07/2019		below)		below)	
(Street) SAN FRANCISCO	CA	94107	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv X	ridual or Joint/Group F Form filed by One F Form filed by More	Reporti	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
(City)	(State)	(Zip)						

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 A Disposed Of (E	cquired (/)) (Instr. 3	A) or 8, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	06/07/2019		с		7,617,915	A	\$0.00	7,617,915	I	By Sequoia Capital XII, LP ⁽¹⁾
Class A Common Stock	06/07/2019		С		285,049	A	\$0.00	285,049	I	By Sequoia Technology Partners XII, LP ⁽¹⁾
Class A Common Stock	06/07/2019		С		814,181	A	\$0.00	814,181	I	By Sequoia Capital XII Principals Fund, LLC ⁽¹⁾
Class A Common Stock	06/07/2019		J ⁽²⁾		7,617,915	D	\$0.00	0	I	By Sequoia Capital XII, LP ⁽¹⁾
Class A Common Stock	06/07/2019		J ⁽²⁾		285,049	D	\$0.00	0	I	By Sequoia Technology Partners XII, LP ⁽¹⁾
Class A Common Stock	06/07/2019		J ⁽²⁾		814,181	D	\$0.00	0	I	By Sequoia Capital XII Principals Fund, LLC ⁽¹⁾
Class A Common Stock	06/07/2019		J ⁽²⁾		14,104	D	\$0.00	0	I	By Sequoia Capital U.S. Venture 2010-Seed Fund, L.P.
Class A Common Stock	06/07/2019		J ⁽³⁾		89,693	A	\$0.00	403,230	I	By family trust
Class A Common Stock								27,584 ⁽⁵⁾	D	
	Table II - Derivative S	Securities Acq calls, warrants						Dwned		

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)		Deri Seci Acq or D	umber of vative urities uired (A) isposed of (Instr. 3, 4 5)	Expiration Date (Month/Day/Year) A) d of		nd 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned	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		(Instr. 4)		

	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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Da	Expiration Date Securities Underlyi		Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 4)				
Class B Common Stock	(6)	06/07/2019		С			7,617,915	(6)	(6)	Class A Common Stock	7,617,915	\$0.00	41,898,530	I	By Sequoia Capital XII, LP ⁽¹⁾		
Class B Common Stock	(6)	06/07/2019		С			285,049	(6)	(6)	Class A Common Stock	285,049	\$0.00	1,567,770	I	By Sequoia Technology Partners XII, LP ⁽¹⁾		
Class B Common Stock	(6)	06/07/2019		С			814,181	(6)	(6)	Class A Common Stock	814,181	\$0.00	4,477,994	I	By Sequoia Capital XII Principals Fund, LLC ⁽¹⁾		

Explanation of Responses:

1. The Reporting Person is a non-managing member of SC XII Management, LLC ("SC XII Management"). 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. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his 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 any other purpose.

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. Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro rata in-kind distributions described in footnote (2) above.

4. 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., or collectively, the Venture 2010 Funds. The Reporting Person is a Director of SC US (TTGP), Ltd. The Reporting Person disclaims beneficial ownership of the securities held by the Venture 2010 Funds except to the extent of his 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.

5. Certain of these securities are restricted stock units. Each restricted stock unit represents the Reporting Person's right to receive one share of Class A Common Stock, subject to the applicable vesting schedule through May 23, 2020 or the day prior to the date of the Issuer's next annual meeting of stockholders. In the event the Reporting Person ceases to be a Service Provider, the unvested restricted stock units will be cancelled by the Issuer.

6. 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:

<u>/s/ Jung Yeon Son, Attorney-In-</u> Fact 06/11/2019

** 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.