

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

DROPBOX, INC.

(Name of Issuer)

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

(Title of Class of Securities)

26210C104

(CUSIP Number)

12/31/2024

(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)

SCHEDULE 13G

CUSIP No. 26210C104

1

Names of Reporting Persons

Andrew Houston

Check the appropriate box if a member of a Group (see instructions)

2

☐ (a)

☐ (b)

3

Sec Use Only

Citizenship or Place of Organization

4

UNITED STATES

Number of Shares

5

Sole Voting Power

Beneficially	86,030,727.00
Owned by	Shared Voting Power
Each	6
Reporting	0.00
Person	Sole Dispositive Power
With:	7
	86,030,727.00
	Shared Dispositive
	8 Power
	0.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person

86,030,727.00

10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

☐

Percent of class represented by amount in row (9)

11 28.3 %

12 Type of Reporting Person (See Instructions)

IN

SCHEDULE 13G

Item 1.

(a) Name of issuer:

DROPBOX, INC.

(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

(b) Address or principal business office or, if none, residence:

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

(c) Citizenship:

Andrew W. Houston is a United States citizen

(d) Title of class of securities:

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

(e) CUSIP No.:

26210C104

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

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the

Investment Company Act of 1940 (15 U.S.C. 80a-3);

- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

- (a) As of December 31, 2024, (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) 444,444 shares of Class A Common Stock were held by The Erin Yu Houston Revocable Trust u/a/d 1/18/2024, for which Mr. Houston's spouse serves as trustee, (iv) 68,358,625 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 (v) 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.

Percent of class:

- (b) 28.3% The ownership percentage above is calculated based on 226,881,491 shares of Class A Common Stock outstanding as of December 31, 2024, which number includes restricted stock awards subject to vesting as such shares are entitled to vote, plus the assumed conversion of 76,602,889 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 to direct the vote:

86,030,727 shares

(ii) Shared power to vote or to direct the vote:

0 shares

(iii) Sole power to dispose or to direct the disposition of:

86,030,727 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.

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

SIGNATURE

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.

Andrew Houston

Signature: /s/ Andrew W. Houston

Name/Title: Andrew W. Houston

Date: 02/10/2025