

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Schreier R. Bryan</u> <hr/> (Last) (First) (Middle) <u>333 BRANNAN STREET</u> <hr/> (Street) <u>SAN FRANCISCO CA 94107</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DROPBOX, INC. [DBX]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/27/2018</u> <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			

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
Series A Preferred Stock	(1)	03/27/2018		C			39,073,599	(1)	(1)	Class B Common Stock	39,073,599	\$0.00	0	I	By Sequoia Capital XII, LP ⁽²⁾
Series A-1 Preferred Stock	(1)	03/27/2018		C			36,787,659	(1)	(1)	Class B Common Stock	36,787,659	\$0.00	0	I	By Sequoia Capital XII, LP ⁽²⁾
Series B Preferred Stock	(1)	03/27/2018		C			317,886	(1)	(1)	Class B Common Stock	317,886	\$0.00	0	I	By Sequoia Capital XII, LP ⁽²⁾
Class B Common Stock	(3)	03/27/2018		C			76,179,144	(3)	(3)	Class A Common Stock	76,179,144	\$0.00	76,179,144	I	By Sequoia Capital XII, LP ⁽²⁾
Series A Preferred Stock	(1)	03/27/2018		C			4,176,079	(1)	(1)	Class B Common Stock	4,176,079	\$0.00	0	I	By Sequoia Capital XII Principals Fund, LLC ⁽²⁾
Series A-1 Preferred Stock	(1)	03/27/2018		C			3,931,759	(1)	(1)	Class B Common Stock	3,931,759	\$0.00	0	I	By Sequoia Capital XII Principals Fund, LLC ⁽²⁾
Series B Preferred Stock	(1)	03/27/2018		C			33,974	(1)	(1)	Class B Common Stock	33,974	\$0.00	0	I	By Sequoia Capital XII Principals Fund, LLC ⁽²⁾
Class B Common Stock	(3)	03/27/2018		C			8,141,812	(3)	(3)	Class A Common Stock	8,141,812	\$0.00	8,141,812	I	By Sequoia Capital XII Principals Fund, LLC ⁽²⁾
Series A Preferred Stock	(1)	03/27/2018		C			1,462,080	(1)	(1)	Class B Common Stock	1,462,080	\$0.00	0	I	By Sequoia Technology Partners XII, LP ⁽²⁾
Series A-1 Preferred Stock	(1)	03/27/2018		C			1,376,520	(1)	(1)	Class B Common Stock	1,376,520	\$0.00	0	I	By Sequoia Technology Partners XII, LP ⁽²⁾
Series B Preferred Stock	(1)	03/27/2018		C			11,894	(1)	(1)	Class B Common Stock	11,894	\$0.00	0	I	By Sequoia Technology Partners XII, LP ⁽²⁾
Class B Common Stock	(3)	03/27/2018		C			2,850,494	(3)	(3)	Class A Common Stock	2,850,494	\$0.00	2,850,494	I	By Sequoia Technology Partners XII, LP ⁽²⁾

Explanation of Responses:

- Each share of preferred stock automatically converted into one share of Class B common stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering, and has no expiration.
- 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.

3. 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:

/s/ Bart E. Volkmer, Attorney-In-Fact 03/29/2018

** 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.

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