SEC Form 4

**FORM 4**

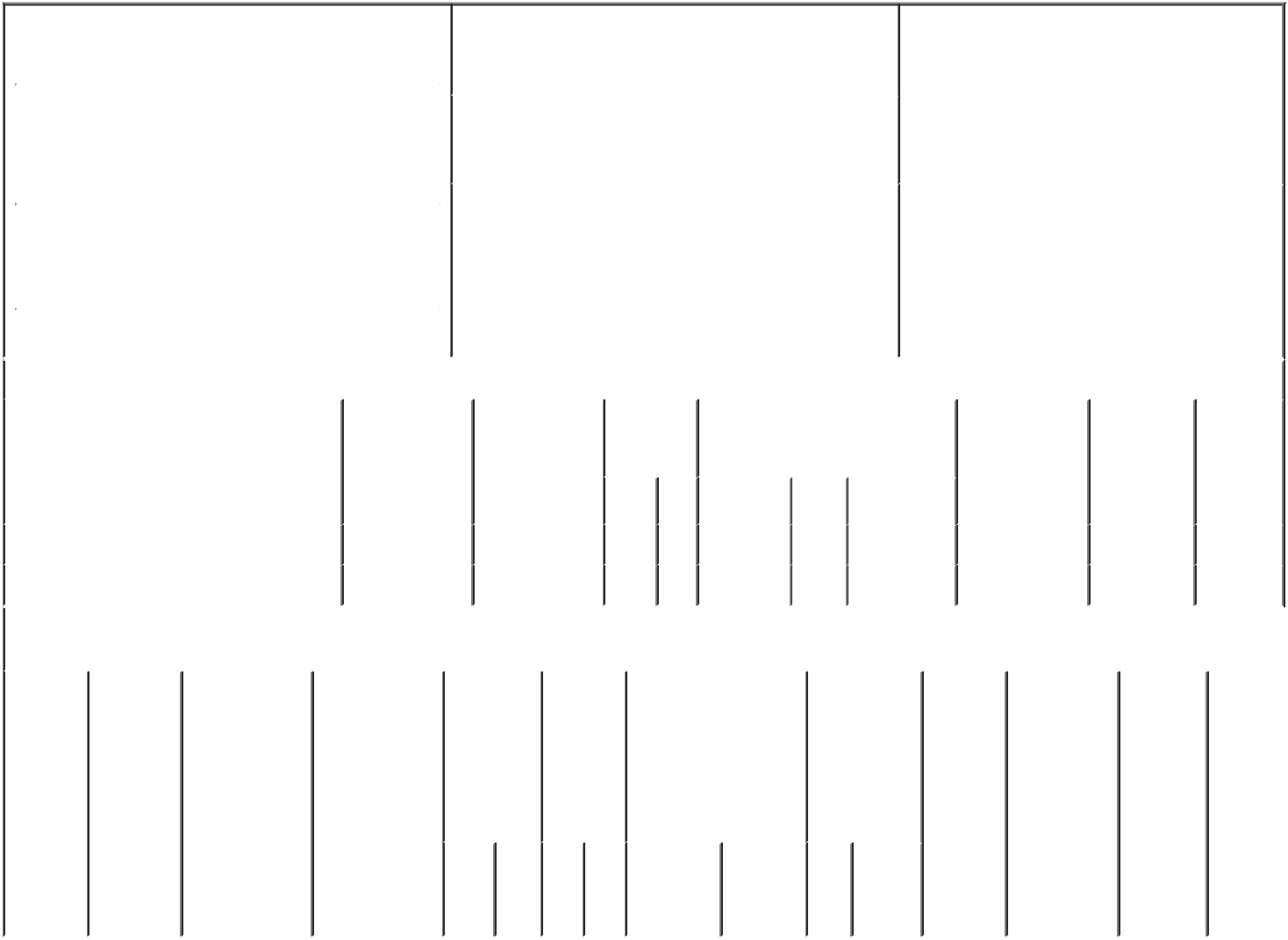
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | 1. Name and Address of Reporting Person\* | | | | | | | | |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | | |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | | |  |
|  |  | [Campbell Lisa M](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001775679) | | | | |  |  |  |  | [DROPBOX, INC.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001467623) [ DBX ] | | | | | | |  |  | (Check all applicable) | | | | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X | Director | | 10% Owner | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Officer (give title | | Other (specify | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (Last) |  | (First) | | | (Middle) | | |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | |  |  |  |  |  | below) | | below) |  |  |  |  |
|  |  | 1800 OWENS STREET | | | | |  |  |  | 05/20/2021 | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | SUITE 200 | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | |  |
|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Line) | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | | |  |
|  |  | SAN |  | CA |  |  | 94158 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | | |  |
|  |  | FRANCISCO | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person | |  |  |  |  |  |
|  |  |  |  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (City) |  | (State) | | | (Zip) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | |  |  | |  | |  | | |  | | | |  |  | | | |  |  |  |  |  |
|  |  |  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | | |  |  |  |  |  |
|  |  |  | | | |  |  | |  |  |  | |  |  |  |  |  | | | |  |  |  | |  |  |  | |  |
|  | **1. Title of Security (Instr. 3)** | | | | | | **2. Transaction** | | |  | **2A. Deemed** | | | **3.** |  |  | **4. Securities Acquired (A) or** | | | | |  | **5. Amount of** | | **6. Ownership** | **7. Nature** | | |  |
|  |  |  |  |  |  |  | **Date** | | |  | **Execution Date,** | | | **Transaction** | | | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | | |  | **Securities** | | **Form: Direct** | **of Indirect** | | |  |
|  |  |  |  |  |  |  | **(Month/Day/Year) if any** | | | | |  |  | **Code (Instr.** | | |  |  |  |  |  |  | **Beneficially** | | **(D) or** | **Beneficial** | | |  |
|  |  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | | **8)** |  |  |  |  |  |  |  |  | **Owned Following** | | **Indirect (I)** | **Ownership** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** | | **(Instr. 4)** | **(Instr. 4)** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Code V** | | | **Amount** | **(A) or** | **Price** | | |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | | | |  |  | |  | |  |  |  |  |  |  |  |  |  | |  |  |  | |  |  |  |  |  |
|  | Class A Common Stock | | | | | | 05/20/2021 | | | |  |  |  |  | A | | 9,335(1) | A | $0.00 | | |  | 27,001(2) | | D |  |  |  |  |
|  | Class A Common Stock | | | | | | 05/21/2021 | | | |  |  |  | S(3) | | | 8,818 | D | $26.7798(4) | | | | 18,183(2) | | D |  |  |  |  |
|  |  |  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | |  |  |  |  |  |
|  |  |  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | | | | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | |  |  |  |  | | |  |  | |  | | |  |  | |  | |  | | |  |
|  | **1. Title of** | | **2.** |  | **3. Transaction** | | **3A. Deemed** | | | **4.** | | **5. Number** | | | **6. Date Exercisable and** | | | **7. Title and** | | | | **8. Price of** | | **9. Number of 10.** | | **11. Nature** | | |  |
|  | **Derivative** | | **Conversion** | | **Date** | | **Execution Date,** | | | **Transaction** | | **of** | |  | **Expiration Date** | | | **Amount of** | | | | **Derivative** | | **derivative** | **Ownership** | **of Indirect** | | |  |
|  | **Security** | | **or Exercise** | | **(Month/Day/Year) if any** | | | | | **Code (Instr.** | | **Derivative** | | | **(Month/Day/Year)** | | | **Securities** | | | | **Security** | | **Securities** | **Form:** | **Beneficial** | | |  |
|  | **(Instr. 3)** | | **Price of** |  |  |  | **(Month/Day/Year)** | | | **8)** | | **Securities** | | |  |  |  | **Underlying** | | | | **(Instr. 5)** | | **Beneficially** | **Direct (D)** | **Ownership** | | |  |
|  |  |  | **Derivative** | |  |  |  |  |  |  |  | **Acquired** | |  |  |  |  | **Derivative** | | | |  |  | **Owned** | **or Indirect** | **(Instr. 4)** | | |  |
|  |  |  | **Security** |  |  |  |  |  |  |  |  | **(A) or** | |  |  |  |  | **Security (Instr.** | | | |  |  | **Following** | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Disposed** | | |  |  |  | **3 and 4)** | | | |  |  | **Reported** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **of (D)** | |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **(Instr. 3, 4** | | |  |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **and 5)** | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | | **Expiration** |  | **of** | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Code V** | | **(A) (D)** | |  | **Exercisable Date** | | | **Title** | **Shares** | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |



**Explanation of Responses:**

1. 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. The restricted stock units vest in full on the earlier of May 20, 2022 or the day prior to the date of the Issuer's next annual meeting of stockholders.
2. 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 20, 2022 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.
3. These shares were sold pursuant to a Rule 10b5-1 trading plan entered into by the Reporting Person.
4. This transaction was executed in multiple trades at prices ranging from $26.69 to $26.97. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

**Remarks:**

/s/ Bart E. Volkmer, Attorney-



In-Fact



\*\* Signature of Reporting Person

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.

05/24/2021



Date

**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.**