SEC Form 3

FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

BLAIR DONALD W			Date of Event equiring Staten Month/Day/Year 3/22/2018	nent	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>DROPBOX, INC.</u> [ DBX ]						
(Last) 333 BRANNA	(First) N STREET	(Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			5. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) SAN FRANCISCO (City)	CA (State)	94107 (Zip)				Officer (give title below)	Other (spe below)	cify		cable Line) Form filed by	/Group Filing (Check y One Reporting Person y More than One erson
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Class A Common Stock						53,333 <sup>(1)</sup>	D				
Table II - Derivative Securities Beneficially Owned   (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4) 2. Date Exercise Expiration Date (Month/Day/Yea			ate		itle and Amount of Securi lerlying Derivative Securit	ty (Instr. 4) Conve or Exe		rcise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiratio Date	n Title	9	Amount or Number of Shares	Price o Deriva Securi	tive	Direct (D) or Indirect (I) (Instr. 5)	

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, subject to the applicable vesting schedule through November 15, 2019. In the event the Reporting Person ceases to be a Service Provider, the unvested restricted stock units will be cancelled by the Issuer.

**Remarks:** 

Exhibit 24 - Power of Attorney

## /s/ Bart E. Volkmer, Attorney-

In-Fact

<u>03/22/2018</u>

\*\* 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 5 (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.

## LIMITED POWER OF ATTORNEY - SECURITIES LAW COMPLIANCE

The undersigned, as an officer or director of Dropbox, Inc. (the "Corporation"), hereby constitutes and appoints Ajay Vashee, Bart Volkmer and Mary Anne Becking, each the undersigned's true and lawful attorney-in-fact and agent to complete and execute such Forms 144, Form ID, Forms 3, 4 and 5 and other forms as such attorney shall in his or her discretion determine to be required or advisable pursuant to Rule 144 promulgated under the Securities Act of 1933, as amended, Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Corporation, and to do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Corporation and such other person or agency as the attorney shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneysin-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation unless earlier revoked by the undersigned in a writing delivered to the foregoing attorneys-in-fact.

This Limited Power of Attorney is executed as of the date set forth below.

Signature: /s/ Donald Blair Print Name: Donald Blair Dated: March 22, 2018