

Carbonite Inc
Form 4
June 02, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
VAZIRANI PRAVIN A

(Last) (First) (Middle)

C/O MENLO VENTURES, 3000
SAND HILL ROAD, BUILDING 4,
SUITE 100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Carbonite Inc [CARB]

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 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 (D) Price			
Common Stock	06/01/2015		A	4,500 (1) A \$ 0	10,004	D	
Common Stock					3,238,961	I (2)	By Menlo Ventures X, L.P. (2)
Common Stock					27,531	I (3)	By Menlo Entrepreneurs Fund X, L.P (3)
Common Stock					56,686	I (4)	By MMEF X, L.P. (4)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. I. Derivative Securities (Instr. 3 and 4)
Stock Option (right to buy)	\$ 11.14	06/01/2015		A	9,000	(5) 06/01/2025	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAZIRANI PRAVIN A C/O MENLO VENTURES, 3000 SAND HILL ROAD BUILDING 4, SUITE 100 MENLO PARK, CA 94025	X	X		

Signatures

/s/ Danielle Sheer, by power of attorney
06/02/2015

Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Reflects the grant of restricted stock that will vest in full and no longer be subject to forfeiture on June 1, 2016, subject to the Registrant's continuing service as a director. This restricted stock grant also provides for accelerated vesting on an acquisition of the Issuer.
- (2) These shares are owned directly by Menlo Ventures X, L.P. ("Menlo X"), whose sole general partner is MV Management X, L.L.C. ("MVM-X") of which Pravin A. Vazirani is a managing member and shares voting and investment power over the shares held by Menlo X. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this

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report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

These shares are owned directly by Menlo Entrepreneurs Fund X, L.P., whose sole general partner is MVM-X of which Pravin A.

- (3) Vazirani is a managing member and shares voting and investment power over the shares held by Menlo Entrepreneurs Fund X, L.P. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

These shares are owned directly by MMEF X, L.P., whose sole general partner is MVM-X of which Pravin A. Vazirani is a managing

- (4) member and shares voting and investment power over the shares held by MMEF X, L.P. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

- (5) This option becomes exercisable in one installment on June 1, 2016, subject to the Registrant's continuing service as a director. This stock option grant also provides for accelerated vesting on an acquisition of the Issuer.

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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