

Carbonite Inc
 Form 4
 February 13, 2017

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 *
 Guadagno Norman

(Last) (First) (Middle)

C/O CARBONITE, INC., TWO
 AVENUE DE LAFAYETTE

(Street)

BOSTON, MA 02111

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/09/2017

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)
 SVP, Marketing

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/09/2017		S	2,475 (1) D \$ 20.05	59,698 (2)	D	
Common Stock	02/10/2017		A	34,348 (1) (3) A \$ 0	94,046 (4)	D	

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

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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. Price of Derivative Security (Instr. 5)	9. Nu
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guadagno Norman C/O CARBONITE, INC. TWO AVENUE DE LAFAYETTE BOSTON, MA 02111			SVP, Marketing	

Signatures

/s/ Danielle Sheer, by power of attorney
Date: 02/13/2017

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) Represents shares automatically sold solely to satisfy tax withholding obligations of reporting person on vesting of restricted stock units.
- (2) Includes 49,134 shares of common stock subject to unvested restricted stock units.
17,174 restricted stock units (the "4-Year RSUs") vest in 4 equal annual installments beginning on February 10, 2018 and will be settled on each applicable vest date in shares of the issuer's common stock. 17,174 restricted stock units (the "Performance-based RSUs") will meet the performance vesting condition if, within three years from February 10, 2017, the closing price per share of the Common Stock is at least \$25.00 for 20 consecutive trading days. Upon achieving the applicable performance vesting condition ("Performance Achievement"), the Award will be subject to service vesting, with vesting of such Performance-Based Restricted Stock Units to occur in four equal 3-month installments over the one-year period from the date of Performance Achievement, subject to the Recipient's continued service to the Company through the applicable vesting date. The vesting schedule for the Performance-based RSUs shall be accelerated upon certain Change of Control events.
- (4) Includes 83,482 shares of common stock subject to unvested restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.