

Carbonite Inc
Form 4
June 09, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MV Management X, L.L.C.

(Last) (First) (Middle)

2884 SAND HILL ROAD, 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)

06/07/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
____X____ 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			
Common Stock	06/07/2016		S		243,664	D	\$ 9.85	2,995,297	I	By Menlo Ventures X, L.P. ⁽²⁾
Common Stock	06/07/2016		S		2,071	D	\$ 9.85	25,460	I	By Menlo Entrepreneurs Fund X, L.P. ⁽³⁾
Common Stock	06/07/2016		S		4,265	D	\$ 9.85	52,421	I	By MMEF X, L.P. ⁽⁴⁾
Common Stock	06/08/2016		S		185,185	D	\$ 9.85	2,810,112	I	By Menlo Ventures X,

Common Stock	06/08/2016	S	1,574	D	\$ 9.85	23,886	I	L.P. ⁽²⁾ By Menlo Entrepreneurs Fund X, L.P. ⁽³⁾
Common Stock	06/08/2016	S	3,241	D	\$ 9.85	49,180	I	By MMEF X, L.P. ⁽⁴⁾
Common Stock	06/08/2016	J ⁽¹⁾	974,658	D	<u>(1)</u>	1,835,454	I ⁽¹⁾	By Menlo Ventures X, L.P. ⁽²⁾
Common Stock	06/08/2016	J ⁽¹⁾	8,284	D	<u>(1)</u>	15,602	I ⁽¹⁾	By Menlo Entrepreneurs Fund X, L.P. ⁽³⁾
Common Stock	06/08/2016	J ⁽¹⁾	17,058	D	<u>(1)</u>	32,122	I ⁽¹⁾	By MMEF X, L.P. ⁽⁴⁾
Common Stock	06/08/2016	J ⁽⁵⁾	10,000	A	<u>(1)</u>	10,000	I	By MV Management X, L.L.C.
Common Stock	06/08/2016	J ⁽⁶⁾	10,000	D	<u>(1)</u>	0	I	By MV Management X, L.L.C.

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MV Management X, L.L.C. 2884 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025		X		
Menlo Ventures X L P 2884 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025		X		
MENLO ENTREPRENEURS FUND X LP 2884 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025		X		
MMEF X LP 2884 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025		X		

Signatures

MV Management X, L.L.C., /s/ Pravin A. Vazirani, Managing Member	06/09/2016
____Signature of Reporting Person	Date

Menlo Ventures X, L.P., By: MV Management X, L.L.C., its General Partner, /s/ Pravin A. Vazirani, Managing Member

06/09/2016

**Signature of Reporting Person

Date

Menlo Entrepreneurs Fund X, L.P., By: MV Management X, L.L.C., its General Partner, /s/ Pravin A. Vazirani, Managing Member	06/09/2016
**Signature of Reporting Person	Date

MMEF X, L.P., By: MV Management X, L.L.C., its General Partner, /s/ Pravin A. Vazirani, Managing Member	06/09/2016
**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).

Explanation of code (J): Pro rata in kind distribution without consideration by Menlo Ventures X, L.P., Menlo Entrepreneurs Fund X, L.P. and MMEF X, L.P. to all their partners, including MV Management X, L.L.C., which in turn distributed pro rata in kind without consideration the 10,000 shares it received to its members.

(2) These shares are owned directly by Menlo Ventures X, L.P. ("Menlo X"), of which MV Management X, L.L.C. ("MVM-X") is the sole general partner and exercises voting and investment power over these shares. The managing members of MVM-X are Shawn T. Carolan, H.D. Montgomery, Douglas C. Carlisle, John W. Jarve, Mark A. Siegel, and Pravin A. Vazirani. The reporting person and its managing members disclaim beneficial ownership of these securities, except to the extent of their respective proportionate 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. Menlo X, Menlo Entrepreneurs Fund X, L.P. and MMEF X, L.P. may be deemed to be a member of a Section 13(d) "group." Menlo Entrepreneurs Fund X, L.P. and MMEF X, L.P. disclose the existence of such group and disclaim beneficial ownership of any shares held by Menlo X.

(3) These shares are owned directly by Menlo Entrepreneurs Fund X, L.P., of which MVM-X is the sole general partner and exercises voting and investment power over these shares. The managing members of MVM-X are Shawn T. Carolan, H.D. Montgomery, Douglas C.

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Carlisle, John W. Jarve, Mark A. Siegel, and Pravin A. Vazirani. The reporting person and its managing members disclaim beneficial ownership of these securities, except to the extent of their respective proportionate 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. Menlo X, Menlo Entrepreneurs Fund X, L.P. and MMEF X, L.P. may be deemed to be a member of a Section 13(d) "group." Menlo X and MMEF X, L.P. disclose the existence of such group and disclaim beneficial ownership of any shares held by Menlo Entrepreneurs Fund X, L.P.

These shares are owned directly by MMEF X, L.P., of which MVM-X is the sole general partner and exercises voting and investment power over these shares. The managing members of MVM-X are Shawn T. Carolan, H.D. Montgomery, Douglas C. Carlisle, John W. Jarve, Mark A. Siegel, and Pravin A. Vazirani. The reporting person and its managing members disclaim beneficial ownership of these

- (4) securities, except to the extent of their respective proportionate 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. Menlo X, Menlo Entrepreneurs Fund X, L.P. and MMEF X, L.P. may be deemed to be a member of a Section 13(d) "group." Menlo X and Menlo Entrepreneurs Fund X, L.P. disclose the existence of such group and disclaim beneficial ownership of any shares held by MMEF X, L.P.
- (5) Represents the receipt of Common Stock by MVM X, as described in greater detail in footnote (1).
- (6) Represents a pro-rata in-kind distribution of Common Stock by MVM X without consideration to its members.

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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