

Carbonite Inc
Form 4
June 09, 2016

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 *
MV Management X, L.L.C.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2884 SAND HILL ROAD, SUITE 100

3. Date of Earliest Transaction (Month/Day/Year)
06/07/2016

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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,

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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. Number of Derivative Securities Beneficially Owned (Instr. 6)
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. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Amount or Number of Shares	
				Code	V (A) (D)				

Reporting Owners

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.

- (1) 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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