

Carbonite Inc
Form 4
February 03, 2017

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 *
HUDSON CASSANDRA

(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)

01/30/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	01/30/2017		M		1,562 (1)	A \$ 10.4	36,782 (2) D
Common Stock	01/30/2017		S		1,562 (1)	D \$ 16.55	35,220 (2) D
Common Stock	02/01/2017		M		625 (1)	A \$ 10.32	35,845 (2) D
Common Stock	02/01/2017		D		625 (1)	D \$ 19	35,220 (2) D
Common Stock	02/02/2017		S		2,433 (3)	D \$ 18.98	32,787 (4) D

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Common Stock 02/03/2017 S 3,851
(1) D \$ 19.05 28,936 (4) D

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.4	01/30/2017		M	1,562	01/28/2015 10/28/2024	Common Stock	1,562
Stock Option (Right to Buy)	\$ 10.32	02/01/2017		M	625	08/01/2013 05/01/2023	Common Stock	625

Reporting Owners

Reporting Owner Name / Address	Relationships
HUDSON CASSANDRA C/O CARBONITE, INC. TWO AVENUE DE LAFAYETTE BOSTON, MA 02111	Director 10% Owner Officer Other
	Chief Accounting Officer

Signatures

/s/ Danielle Sheer, by power of attorney 02/03/2017

__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 pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 10, 2016.
- (2) Includes 35,220 shares of common stock subject to restricted stock units.
- (3) Represents shares automatically sold solely to satisfy tax withholding obligations of reporting person on vesting of restricted stock units.
- (4) Includes 28,936 shares of common stock subject to 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.

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