

# CARBONITE INC

## **FORM 8-K** (Current report filing)

Filed 05/08/17 for the Period Ending 05/08/17

Address TWO AVENUE DE LAFAYETTE  
BOSTON, MA 02111

Telephone 6175871140

CIK 0001340127

Symbol CARB

SIC Code 7374 - Computer Processing and Data Preparation and Processing Services

Industry IT Services & Consulting

Sector Technology

Fiscal Year 12/31

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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

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**Date of Report (Date of earliest event reported): May 8, 2017**

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**CARBONITE, INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35264**  
(Commission  
File Number)

**33-1111329**  
(IRS Employer  
Identification No.)

**Two Avenue de Lafayette, Boston, Massachusetts 02111**  
(Address of principal executive offices, including ZIP code)

**(617) 587-1100**  
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- \* Written communications pursuant to Rule 425 under the Securities Act (17 C.F.R. §230.425)
- \* Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 C.F.R. §230.14a-12)
- \* Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 C.F.R. §14d-2(b))
- \* Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 C.F.R. §13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02(e): Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As described below under Item 5.07 of this Current Report on Form 8-K, at the annual meeting of the stockholders of Carbonite, Inc. (the “Company”) held on May 8, 2017 (the “2017 Annual Meeting”), the Company’s stockholders approved the 2017 Employee Stock Purchase Plan (the “ESPP”). The ESPP had previously been approved by the Company’s Board of Directors, subject to stockholder approval. A detailed description of the terms of the ESPP is contained in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 13, 2017 for the 2017 Annual Meeting under the caption “Approval of 2017 Employee Stock Purchase Plan,” and is incorporated herein by reference. This description is qualified in its entirety by the terms and conditions of the ESPP, a copy of which is filed as Exhibit 10.1 hereto and is incorporated by reference herein.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the 2017 Annual Meeting, there were 24,065,363 shares of the Company’s common stock represented in person or by proxy, constituting 85.18% of the shares of the Company’s common stock issued and outstanding and entitled to vote at the 2017 Annual Meeting, and the Company’s stockholders voted upon the following proposals:

1. The following nominees were elected to the Company’s Board of Directors as Class III directors for terms expiring at the 2020 annual meeting of stockholders.

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
David Friend	18,052,333	862,096	5,150,934
Todd Krasnow	18,245,665	668,764	5,150,934

Following the 2017 Annual Meeting, Mohamad Ali, Scott Daniels and Peter Gyenes, having terms expiring in 2018, and Charles Kane and Stephen Munford, having terms expiring in 2019, will continue as directors of the Company.

2. The selection of Ernst & Young LLP as the Company’s independent public accounting firm for the fiscal year ending December 31, 2017 was ratified.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>
23,962,498	94,894	7,971

3. The Company’s stockholders approved, in a non-binding, advisory vote, the compensation of the Company’s named executive officers.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
18,455,887	433,966	24,576	5,150,934

4. The Company’s stockholders approved the 2017 Employee Stock Purchase Plan.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
18,572,757	321,552	20,120	5,150,934

5. The following nominee was elected to the Company’s Board of Directors as a Class III director for a term expiring at the 2020 annual meeting of stockholders.

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Marina Levinson	17,864,747	1,049,682	5,150,934

**Item 7.01: Regulation FD Disclosure.**

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On May 8, 2017, the Company issued a press release announcing the appointment of Marina Levinson to its Board of Directors. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information furnished under this Item 7.01, including Exhibit 99.1 incorporated by reference herein, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01(d): Financial Statements and Exhibits.**

Exhibit 10.1 Carbonite, Inc. 2017 Employee Stock Purchase Plan (incorporated by reference from Appendix B to the Company’s definitive proxy statement filed March 27, 2017)

Exhibit 99.1 Press release dated May 8, 2017

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**Carbonite Elects Marina Levinson to Board of Directors***Award-winning CIO has wealth of enterprise IT and M&A integration experience*

**BOSTON, MA: May 8, 2017** – Today, Carbonite, Inc. (NASDAQ: [CARB](#)) announced the election of Marina Levinson, an IT veteran with more than 25 years of corporate leadership experience, as the newest member of its Board of Directors. Ms. Levinson will hold office until 2020, succeeding Jeff Flowers, who co-founded Carbonite in 2005 and retired from the Board after 12 years of service.

“On behalf of Carbonite, I thank Jeff for his vision and tremendous service to Carbonite for more than a decade,” said Mohamad Ali, President and CEO of Carbonite. “We are thrilled to welcome Marina Levinson, who brings a wealth of experience in scaling successful high-tech companies, which Carbonite can apply as we expand our portfolio of data protection solutions for businesses.”

A technologist by trade, Ms. Levinson has built her career leading all aspects of IT and business process transformation within fast-growth organizations. After serving as the CIO of [NetApp](#) and Palm Inc., Ms. Levinson founded and is the CEO of [CIO Advisory Group, LLC](#), a company focused on providing executive technology advice to C-suite executives, private equity firms, VCs and startups. As an investing partner in [Benhamou Global Ventures](#) and a Board member of [Ellie Mae](#), she brings with her expertise from a variety of areas including cloud, SaaS, cybersecurity, mobile and data analytics.

In addition to her corporate leadership experience, Ms. Levinson has deep expertise in mergers and acquisition strategy and integration. She has also been awarded a number of industry accolades, including the CIO 100 Awards for Innovation and Agility.

“I’m honored to join the Carbonite Board of Directors,” said Marina Levinson. “Carbonite is experiencing unprecedented momentum with significant growth opportunities. I’m excited to be part of the company’s expansion and to help solidify its standing as a leading player in the data protection space.”

To learn more about Carbonite’s Board of Directors, visit: <http://investor.carbonite.com/directors.cfm>.

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**About Carbonite:**

Carbonite provides data protection solutions for businesses and the IT professionals who serve them. Our product suite, including EVault and DoubleTake, provides a full complement of backup, disaster recovery and high availability solutions for any size business in locations around the world, all supported by a state-of-the-art global infrastructure. To learn more visit [www.carbonite.com](http://www.carbonite.com).

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