

# **CARBONITE INC**

Reported by  
**FRIEND DAVID**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 05/10/17 for the Period Ending 05/08/17

Address	TWO AVENUE DE LAFAYETTE BOSTON, MA 02111
Telephone	6175871140
CIK	0001340127
Symbol	CARB
Fiscal Year	12/31

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>FRIEND DAVID</b>  (Last) (First) (Middle)  <b>C/O CARBONITE, INC., TWO AVENUE DE LAFAYETTE</b>  (Street)  <b>BOSTON, MA 02111</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Carbonite Inc [ CARB ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>5/8/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	5/8/2017		A		6218	(1)	A	\$0	1033521	D	
Common Stock									205470	I (2)	By Trust (2)
Common Stock									132391	I (3)	By Trust (3)
Common Stock									27006	I (4)	By Trust (4)
Common Stock									24525	I (5)	By Spouse (5)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) Reflects the grant of restricted stock that will vest in full and no longer be subject to forfeiture on the earlier of the date of the Company's next annual meeting of the stockholders or May 8, 2018, in each case subject to the reporting person's continuing service as a director. This restricted stock grant also provides for accelerated vesting on an acquisition of the Company.
- (2) These share are owned by the Friend-Shepherd Family 2009 Irrev. Trust II. The reporting person's children are beneficiaries of the trust. The reporting person disclaims beneficial ownership of these securities, except to the extent of his 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 purposes.
- (3) These shares are owned by the David Friend Revocable Trust. The reporting person is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this reporting shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- (4) These shares are owned by the Margaret Shepherd Revocable Trust. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this reporting shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- (5) These shares are owned by Margaret F. A. Shepherd. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this reporting shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>FRIEND DAVID C/O CARBONITE, INC. TWO AVENUE DE LAFAYETTE BOSTON, MA 02111</b>	<b>X</b>			

**Signatures**

/s/ Danielle Sheer, by power of attorney

5/10/2017

\*\*Signature of Reporting Person

Date

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

\* 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).

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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