

CARBONITE INC

Reported by
KRASNOW TODD

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

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

Industry IT Services & Consulting

Sector Technology

Fiscal Year 12/31

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

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
KRASNOW TODD		Carbonite Inc [CARB]		<input checked="" type="checkbox"/> Director _____ 10% Owner	
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)		____ Officer (give title below) _____ Other (specify below)		
C/O CARBONITE, INC., TWO AVENUE DE LAFAYETTE		5/8/2017			
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
BOSTON, MA 02111				<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)			____ 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. 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	240230	D	
Common Stock								14000	I (2)	By Trust (2)
Common Stock								14000	I (3)	By Trust (3)
Common Stock								14000	I (4)	By Trust (4)
Common Stock								25000	I (5)	By Trust (5)
Common Stock								10000	I (6)	By Trust (6)
Common Stock								30000	I (7)	By Trust (7)

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- 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 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.
- These shares are owned by the Charles S. Krasnow Trust for the benefit of the reporting person's son. The reporting person disclaims beneficial ownership of these securities, 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.
- These shares are owned by the Rachel L. Krasnow Trust for the benefit of the reporting person's daughter. The reporting person disclaims beneficial ownership of these securities, 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.
- These shares are owned by the Eric J. Krasnow Trust for the benefit of the reporting person's son. The reporting person disclaims beneficial ownership of these securities, 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.
- These shares are owned by the Todd and Deborah Krasnow Charitable Remainder 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 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.

- (6) These shares are owned by the Hobart Road Charitable Remainder 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 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.
- (7) These shares are owned by the Todd and Deborah Krasnow Charitable Remainder 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 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRASNOW TODD C/O CARBONITE, INC. TWO AVENUE DE LAFAYETTE BOSTON, MA 02111	X			

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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