

CARBONITE INC

Reported by
MELLINGER PAUL S.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/13/17 for the Period Ending 02/09/17

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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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 -* Mellinger Paul S. (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 (MM/DD/YYYY) <p align="center">2/9/2017</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, EVault 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	2/9/2017		S		2475 (1)	D	\$20.05	59727 (2)	D	
Common Stock	2/10/2017		S		5025 (3)	D	\$19.11	54702 (2)	D	
Common Stock	2/10/2017		A		40072 (4)(5)	A	\$0	94774 (6)	D	

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) Represents shares automatically sold solely to satisfy tax withholding obligations of reporting person on vesting of restricted stock units.
- (2) Includes 49,134 shares of common stock subject to unvested restricted stock units.
- (3) Represents shares automatically sold pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 29, 2016.
- (4) Reflects the grant of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
- (5) 20,036 restricted stock units (the "4-Year RSUs") vest in 4 equal annual installments beginning on February 10, 2018 and will be settled on each applicable vest date in shares of the issuer's common stock. 20,036 restricted stock units (the "Performance-based RSUs") will meet the performance vesting condition if, within three years from February 10, 2017, the closing price per share of the Common Stock is at least \$25.00 for 20 consecutive trading days. Upon achieving the applicable performance vesting condition ("Performance Achievement"), the Award will be subject to service vesting, with vesting of such Performance-Based Restricted Stock Units to occur in four equal 3-month installments over the one-year period from the date of Performance Achievement, subject to the Recipient's continued service to the Company through the applicable vesting date. The vesting schedule for the Performance-based RSUs shall be accelerated upon certain Change of Control events.
- (6) Includes 89,206 shares of common stock subject to unvested restricted stock units.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mellinger Paul S.				

C/O CARBONITE, INC. TWO AVENUE DE LAFAYETTE BOSTON, MA 02111			SVP, EVault	
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Signatures

/s/ Danielle Sheer, by power of attorney

2/13/2017

**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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