

Carbonite Inc
Form DEFA14A
April 11, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A

(RULE 14A-101)

Proxy Statement Pursuant to Section 14(a) of

the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-12

CARBONITE, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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- .. Fee paid previously with preliminary materials.

- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on June 03, 2013**

CARBONITE, INC.

CARBONITE, INC.

177 HUNTINGTON AVENUE

BOSTON, MA 02115

Meeting Information

■ **Meeting Type:** Annual Meeting
— **For holders as of:** April 05, 2013
— **Date:** June 03, 2013 **Time:** 9:00 AM EDT
— **Location:** Foley & Lardner LLP
111 Huntington Avenue

Boston, MA 02199

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Voting items

The Board of Directors recommends you vote

FOR the following:

1. Election of Directors

Nominees

01 Charles Kane 02 William G. Nelson

The Board of Directors recommends you vote FOR the following:

2 To ratify the selection of Ernst & Young LLP as Carbonite Inc. 's independent registered public accounting firm for the fiscal year ending December 31, 2013.

3 To approve, on an advisory basis, the compensation of Carbonite Inc. 's named executive officers.

NOTE: The proxies are authorized to vote on such other business as may properly come before the meeting or any adjournment thereof.

