

Carbonite Inc
Form 4
January 17, 2017

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHEER DANIELLE

(Last) (First) (Middle)

**C/O CARBONITE, INC., 2
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
(Month/Day/Year)
01/13/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President;General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/13/2017 | | M | | 13,750 (1) \$ 10.17 | A | 107,717 D |
| Common Stock | 01/13/2017 | | M | | 18,750 (1) \$ 9.62 | A | 126,467 D |
| Common Stock | 01/13/2017 | | M | | 50,000 (1) \$ 9.02 | A | 176,467 D |
| Common Stock | 01/13/2017 | | M | | 15,000 (1) \$ 10.26 | A | 191,467 D |
| Common Stock | 01/13/2017 | | M | | 5,000 (1) \$ 10 | A | 196,467 D |

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| | | | | | | | |
|--------------|------------|---|-----------------------|---|---------|-------------------|---|
| Common Stock | 01/13/2017 | S | 102,500 <u>(1)</u> | D | \$ 17.5 | 93,967 <u>(2)</u> | D |
| Common Stock | 01/13/2017 | S | 3,030 <u>(1)</u> | D | \$ 18 | 90,937 <u>(2)</u> | D |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 10.17 | 01/13/2017 | | M | 13,750 | 05/25/2014 02/25/2024 | Common Stock | 13,750 | |
| Stock Option (Right to Buy) | \$ 9.62 | 01/13/2017 | | M | 18,750 | 04/30/2013 01/31/2023 | Common Stock | 18,750 | |
| Stock Option (Right to Buy) | \$ 9.02 | 01/13/2017 | | M | 50,000 | 10/27/2012 10/27/2022 | Common Stock | 50,000 | |
| Stock Option (Right to Buy) | \$ 10.26 | 01/13/2017 | | M | 15,000 | 04/24/2012 01/24/2022 | Common Stock | 15,000 | |
| Stock Option (Right to Buy) | \$ 10 | 01/13/2017 | | M | 5,000 | 10/20/2011 07/20/2021 | Common Stock | 5,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHEER DANIELLE C/O CARBONITE, INC. 2 AVENUE DE LAFAYETTE BOSTON, MA 02111 | | | Vice President;General Counsel | |

Signatures

/s/ Danielle
Sheer
01/17/2017

**Signature of
Reporting Person
Date

Explanation of Responses:

- * 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).
- (1) Represents shares automatically sold pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 21, 2016.
 - (2) Includes 90,937 shares of common stock subject to unvested restricted stock units.

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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