

Care.com Inc  
Form 3  
January 23, 2014

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

## INITIAL STATEMENT OF 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 *	2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol
Â Rodriguez Antonio L.	(Month/Day/Year)	Care.com Inc [CRCM]
(Last) (First) (Middle)	01/23/2014	
MATRIX PARTNERS,Â 101 MAIN STREET, 17TH FLOOR		4. Relationship of Reporting Person(s) to Issuer
(Street)		5. If Amendment, Date Original Filed(Month/Day/Year)
CAMBRIDGE,Â MAÂ 02142		
(City) (State) (Zip)	(Check all applicable)	
	<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
	<input type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
	(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.001 par value	117,848	I	By Partnership <sup>(1)</sup>

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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## Edgar Filing: Care.com Inc - Form 3

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (2)	Â (3)	Common Stock	3,385,890	\$ 0	I	By Partnership (1)
Series A-1 Convertible Preferred Stock	Â (2)	Â (3)	Common Stock	875,199	\$ 0	I	By Partnership (1)
Series B Convertible Preferred Stock	Â (2)	Â (3)	Common Stock	728,119	\$ 0	I	By Partnership (1)
Series C Convertible Preferred Stock	Â (2)	Â (3)	Common Stock	199,399	\$ 0	I	By Partnership (1)
Series D Convertible Preferred Stock	Â (2)	Â (3)	Common Stock	45,734	\$ 0	I	By Partnership (1)
Series E Convertible Preferred Stock	Â (2)	Â (3)	Common Stock	76,680	\$ 0	I	By Partnership (1)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rodriguez Antonio L. MATRIX PARTNERS 101 MAIN STREET, 17TH FLOOR CAMBRIDGE, MA 02142	Â X	Â X	Â	Â

## Signatures

/s/ Diane Musi, as Attorney-in-Fact for Antonio L. Rodriguez

01/23/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) All shares are held by Matrix Partners VII, L.P. Mr. Rodriguez is a managing member of Matrix VII Management Co., L.L.C., which is the general partner of Matrix Partners VII, L.P. Mr. Rodriguez disclaims beneficial ownership of the Matrix VII, L.P. shares except to the extent of any pecuniary interest therein.

(2) The Series A Convertible Preferred Stock, Series A-1 Convertible Preferred Stock, Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, Series D Convertible Preferred Stock and Series E Convertible Preferred Stock automatically convert into shares of Issuer's Common Stock on a 1:1 basis immediately prior to the completion of Issuer's initial public offering.

(3) The expiration date is not relevant to the conversion of these securities.

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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