

Marcelo Sheila Lirio
Form 5
February 12, 2019

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362
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2005
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1. Name and Address of Reporting Person *
Marcelo Sheila Lirio

(Last) (First) (Middle)

C/O CARE.COM, INC., 77
FOURTH AVENUE, 5TH FLOOR

(Street)

2. Issuer Name and Ticker or Trading
Symbol
Care.com Inc [CRCM]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/29/2018

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)
President and CEO

6. Individual or Joint/Group Reporting

(check applicable line)

WALTHAM, MA 02451

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.001 par value	10/20/2017		G(1)	276,322	D	\$ 0 0	I
Common Stock, \$0.001 par value							By Husband

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Common
Stock,
\$0.001 par
value

By GRAT
(2)

Common
Stock,
\$0.001 par
value

10/20/2017

Â

G(1)

276,322

A

\$ 0

276,322

I

By Family
Trust (3)

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

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SEC 2270
(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)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Marcelo Sheila Lirio
C/O CARE.COM, INC.
77 FOURTH AVENUE, 5TH FLOOR
WALTHAM, MA 02451

Â X

Â

Â President and CEO Â

Signatures

/s/ Diane Musi, as Attorney-in-Fact for Sheila Lirio
Marcelo

02/12/2019

**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).

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(1) Transaction Code G5.

In July 2012, Reporting Person contributed 450,000 shares of common stock to the Sheila L. Marcelo 2012 Five-Year Grantor Retained Annuity Trust, of which Reporting Person was a trustee. Upon termination of the trust on October 20, 2017, 276,322 of the shares were

(2) transferred to the Sheila L. Marcelo 2012 Family Trust, of which Reporting person is a trustee. The remaining 173,678 shares were previously distributed to Reporting Person and continue to be reported in this Form 5 as directly owned.

(3) These shares are held by the Sheila L. Marcelo 2012 Family Trust, of which the Reporting Person is a trustee.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.