

Echenberg Michael
Form 4
March 11, 2019

FORM 4

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).

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Echenberg Michael

(Last) (First) (Middle)

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

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.001 par value	03/09/2019		M	7,825 A <u>11</u>	39,255	D	
Common Stock, \$0.001 par value	03/09/2019		M	2,332 A <u>11</u>	41,587	D	
Common Stock, \$0.001 par value	03/09/2019		M	544 A <u>11</u>	42,131	D	

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Common Stock, \$0.001 par value	03/09/2019	M	1,285	A	<u>(1)</u>	43,416	D
Common Stock, \$0.001 par value	03/09/2019	M	5,343	A	<u>(1)</u>	48,759	D
Common Stock, \$0.001 par value	03/09/2019	M	1,313	A	<u>(1)</u>	50,072	D
Common Stock, \$0.001 par value	03/09/2019	M	4,229	A	<u>(1)</u>	54,301	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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	<u>(1)</u>	03/07/2019		A	8,457	<u>(8)</u> <u>(8)</u>	Common Stock	8,457
Restricted Stock Units	<u>(1)</u>	03/09/2019		M	7,825	<u>(2)</u> <u>(2)</u>	Common Stock	7,825
Restricted Stock Units	<u>(1)</u>	03/09/2019		M	2,332	<u>(4)</u> <u>(4)</u>	Common Stock	2,332
	<u>(1)</u>	03/09/2019		M	544	<u>(5)</u> <u>(5)</u>		544

Restricted Stock Units								Common Stock	
Restricted Stock Units	(1)	03/09/2019	M	1,285	(3)	(3)		Common Stock	1,285
Restricted Stock Units	(1)	03/09/2018	M	5,343	(6)	(6)		Common Stock	5,343
Restricted Stock Units	(1)	03/09/2019	M	1,313	(7)	(7)		Common Stock	1,313
Restricted Stock Units	(1)	03/09/2019	M	4,229	(8)	(8)		Common Stock	4,229

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Echenberg Michael C/O CARE.COM, INC. 77 FOURTH AVENUE, 5TH FLOOR WALTHAM, MA 02451			Chief Financial Officer	

Signatures

/s/ Diane Musi, as Attorney-in-Fact for Michael Echenberg

03/11/2019

__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).

(1) Each restricted stock unit represents a contingent right to receive one share of Issuer common stock.

The restricted stock units will vest as to 25% of the original number of restricted stock units on June 9, 2016 and as to an additional 6.25% of the original number of restricted stock units at the end of each successive three month period from September 9, 2016 until June 9, 2019. The restricted stock units have no expiration date.

(3) The restricted stock units will vest in sixteen equal installments beginning on June 9, 2017. The restricted stock units have no expiration date.

(4) The restricted stock units will vest as to 6.25% of the original restricted stock units at the end of each successive three month period from June 9, 2016 until March 9, 2020. The restricted stock units have no expiration date.

(5) The restricted stock units will vest as to 25% of the original grant on March 9, 2017. The balance of the grant will vest in twelve equal quarterly installments beginning on June 9, 2017. The restricted stock units have no expiration date.

(6) The restricted stock units will vest as to one-third of the original grant on February 26, 2018. The balance of the grant will vest in four equal semi-annual installments on each September 9 and March 9 thereafter, until fully-vested on March 9, 2020. The restricted stock units have no expiration date.

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- (7) The restricted stock units will vest in sixteen equal quarterly installments beginning on June 9, 2018. The restricted stock units have no expiration date.

- The restricted stock units vest as to 50% of the original number of restricted stock units on March 9, 2019 and as to an additional 12.5%
(8) of the original number of restricted stock units at the end of each successive three month period beginning on June 9, 2019. The restricted stock units have no expiration date.

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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