

Carbonite Inc
Form 4
May 08, 2014

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 *
KUMARESAN SWAMI

(Last) (First) (Middle)

**C/O CARBONITE, INC., 177
HUNTINGTON AVENUE**

(Street)

BOSTON, MA 02115

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Carbonite Inc [CARB]

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

05/06/2014

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 below) ____ Other (specify below)

EVP, Product & Engineering

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/06/2014		M		20,250	A	\$ 2.64	96,018 ⁽¹⁾	D
Common Stock	05/06/2014		M		15,018	A	\$ 2.64	111,036 ⁽¹⁾	D
Common Stock	05/06/2014		S		73,140	D	\$ 10.2976 ⁽²⁾	37,896 ⁽¹⁾	D
Common Stock	05/07/2014		M		216	A	\$ 2.64	38,112 ⁽¹⁾	D
Common Stock	05/07/2014		M		690	A	\$ 2.64	38,802 ⁽¹⁾	D

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Common Stock	05/07/2014	S	4,832	D	\$ 10.0029 (3)	33,970 (1)	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)	\$ 2.64	05/06/2014		M		20,250		11/14/2013	11/14/2019	Common Stock	20,250
Stock Option (right to buy)	\$ 2.64	05/06/2014		M		15,018		<u>(4)</u>	11/14/2019	Common Stock	15,018
Stock Option (right to buy)	\$ 2.64	05/07/2014		M		216		<u>(5)</u>	11/14/2019	Common Stock	216
Stock Option (right to buy)	\$ 2.64	05/07/2014		M		690		08/09/2011	11/14/2019	Common Stock	690

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KUMARESAN SWAMI C/O CARBONITE, INC.	EVP, Product & Engineering

177 HUNTINGTON AVENUE
BOSTON, MA 02115

Signatures

/s/ Danielle Sheer, by power of
attorney

05/08/2014

____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).

Includes 12,500 shares of common stock subject to restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock. The restricted stock units vest in 16 equal quarterly installments beginning on May 25, 2014 and will be settled on each applicable vest date in shares of the issuer's common stock.

(1) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$10.00 to \$10.81, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$10.00 to \$10.03, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) This option is exercisable for 216 shares of common stock, after giving effect to this transaction. This option will become exercisable as to the remaining underlying shares of common stock 3 equal quarterly installments beginning on May 14, 2014.

(4) This option will become exercisable as to the remaining underlying shares of common stock 3 equal quarterly installments beginning on May 14, 2014.

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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