

Carbonite Inc  
Form 4  
February 04, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(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)  
**02/01/2016**

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)
				(A) Amount or (D) Price			
Common Stock	02/01/2016		A	70,000 (1) (2)	\$ 0	104,238 (3)	D

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)**

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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. Nu...	Deriv...	Secur...	Bene...	Own...	Follo...	Repor...	Trans...	(Instr...
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**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	02/04/2016
_____ **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) Reflects the grant of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.  
  
30,000 restricted stock units (the "4-Year RSUs") vest in 4 equal annual installments beginning on February 1, 2017 and will be settled on each applicable vest date in shares of the issuer's common stock. 40,000 restricted stock units (the "Performance-based RSUs") will meet the performance vesting condition if, within three years from February 1, 2016, the closing price per share of the Common Stock is at least \$15.00 for 20 consecutive trading days. Upon achieving the applicable performance vesting condition ("Performance Achievement"), the Award will be subject to service vesting, with vesting of such Performance-Based Restricted Stock Units to occur in four equal 3-month installments over the one-year period from the date of Performance Achievement, subject to the Recipient's continued service to the Company through the applicable vesting date. The vesting schedule for the Performance-based RSUs shall be accelerated upon certain Change of Control events.
- (3) Includes 104,238 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. 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.