Carbonite Inc Form 4 May 29, 2014

FORM 4

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

Check this box subject to

if no longer Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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

1(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * **KUMARESAN SWAMI**

> (First) (Middle)

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

(Street)

(State)

05/27/2014

(Month/Day/Year)

BOSTON, MA 02115

2. Transaction Date 2A. Deemed

(Zip)

Execution Date, if

(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

Carbonite Inc [CARB]

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

05/27/2014

4. If Amendment, Date Original

3.

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired

11.05

Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)

(Instr. 8) (A)

Code V Amount (D) Price

F 300 (1) D

Form filed by More than One Reporting Person

Applicable Line)

Director

X_ Officer (give title

Issuer

below)

5. Amount of Securities Beneficially

Owned

Following

(D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

(9-02)

6. Ownership 7. Nature of

Form: Direct Indirect

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP, Product & Engineering

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person

below)

Estimated average

burden hours per

Reported Transaction(s) (Instr. 3 and 4)

 $12,200^{(2)}$ D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)			ate	7. Title and Amount of Underlying Securities	nt of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KUMARESAN SWAMI C/O CARBONITE, INC. 177 HUNTINGTON AVENUE BOSTON, MA 02115

EVP, Product & Engineering

Signatures

/s/ Danielle Sheer, by power of attorney

05/29/2014

**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).
- (1) Represents shares withheld to satisfy tax withholding obligation on vesting of restricted stock units.
- Includes 11,719 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 15 equal quarterly installements beginning on August 25, 2014 and will be settled on each applicable vest date in shares of the issuer's common stock.

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.

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