

Carbonite Inc  
Form 4  
January 19, 2016

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FRIEND DAVID**

(Last) (First) (Middle)

**C/O CARBONITE, INC., TWO  
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)  
**12/30/2015**

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)

Executive Chairman

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/30/2015		M	V Amount (A) or (D) Price 3,938 A \$ 2.64	287,752	I	By Trust (1)
Common Stock					1,035,752	D	
Common Stock					172,864	I	By Trust (2)
Common Stock					27,006	I	By Trust (3)
Common Stock					86,432	I	By Trust (4)

# Edgar Filing: Carbonite Inc - Form 4

Common Stock 24,525 I By Spouse (5)

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

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

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 (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
Stock Option (Right to Buy)	\$ 2.64	12/30/2015		M	3,938	(6) 11/14/2019	Common Stock	3,938

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FRIEND DAVID C/O CARBONITE, INC. TWO AVENUE DE LAFAYETTE BOSTON, MA 02111	X Executive Chairman

## Signatures

/s/ Danielle Sheer, by power of attorney 01/19/2016

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)

## Edgar Filing: Carbonite Inc - Form 4

These shares are owned by the David Friend Revocable Trust. The reporting person is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

These shares are owned by the Friend-Shepherd Family 2009 Irrev Trust II. The reporting person's children are beneficiaries of the trust.

- (2) The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

These shares are owned by the Margaret Shepherd Revocable Trust. The reporting person's spouse is trustee of the trust. The reporting

- (3) person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

These shares are owned by the Margaret F. A. Shepherd 2009 Qualified Annuity Trust II. The reporting person's spouse is trustee of the

- (4) trust. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

These shares are owned by Margaret F.A. Shepherd. The reporting person disclaims beneficial ownership of these securities and this

- (5) report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

- (6) This option was exercisable as to the remaining underlying shares of common stock on November 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.

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.