

Care.com Inc  
Form 3  
January 23, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*  
 Trinity TVL IX, LLC  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 01/23/2014

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

4. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

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

C/O TRINITY VENTURES  
 3000 SAND HILL  
 ROAD, BUILDING FOUR,  
 SUITE 160  
 (Street)

\_\_\_\_ Director  10% Owner  
 \_\_\_\_ Officer \_\_\_\_ Other  
 (give title below) (specify below)

MENLO PARK, CA 94025  
 (City) (State) (Zip)

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 Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, \$0.001 par value    | 2,636  | I   | By Trinity IX Entrepreneurs' Fund, L.P. (1) (2)          |
| Common Stock, \$0.001 par value    | 1,936  | I   | By Trinity IX Side-By-Side Fund, L.P. (3)                |
| Common Stock, \$0.001 par value    | 157,091  | I   | By Trinity Ventures IX, L.P. (4)                         |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5.<br>Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|---|---|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   |   |   |
| Series B Convertible Preferred Stock          | Â (5)  | Â (6)              | Common Stock   | 31,513                           | \$ 0  | I   | By Trinity IX Entrepreneurs' Fund, L.P. (1) (2)             |
| Series B Convertible Preferred Stock          | Â (5)  | Â (6)              | Common Stock   | 24,065                           | \$ 0  | I   | By Trinity IX Side-By-Side Fund, L.P. (3)                   |
| Series B Convertible Preferred Stock          | Â (5)  | Â (6)              | Common Stock   | 1,854,342                        | \$ 0  | I   | By Trinity Ventures IX, L.P. (4)                            |
| Series C Convertible Preferred Stock          | Â (5)  | Â (6)              | Common Stock   | 10,946                           | \$ 0  | I   | By Trinity IX Entrepreneurs' Fund, L.P. (1) (2)             |
| Series C Convertible Preferred Stock          | Â (5)  | Â (6)              | Common Stock   | 8,359                            | \$ 0  | I   | By Trinity IX Side-By-Side Fund, L.P. (3)                   |
| Series C Convertible Preferred Stock          | Â (5)  | Â (6)              | Common Stock   | 644,133                          | \$ 0  | I   | By Trinity Ventures IX, L.P. (4)                            |
| Series D Convertible Preferred Stock          | Â (5)  | Â (6)              | Common Stock   | 1,859                            | \$ 0  | I   | By Trinity IX Entrepreneurs' Fund, L.P. (1) (2)             |
| Series D Convertible Preferred Stock          | Â (5)  | Â (6)              | Common Stock   | 1,385                            | \$ 0  | I   | By Trinity IX Side-By-Side Fund, L.P. (3)                   |
| Series D Convertible Preferred Stock          | Â (5)  | Â (6)              | Common Stock   | 118,234                          | \$ 0  | I   | By Trinity Ventures IX, L.P. (4)                            |
| Series E Convertible Preferred Stock          | Â (5)  | Â (6)              | Common Stock   | 10,981                           | \$ 0  | I   | By Trinity IX Entrepreneurs' Fund, L.P. (1) (2)             |
| Series E Convertible Preferred Stock          | Â (5)  | Â (6)              | Common Stock   | 8,022                            | \$ 0  | I   | By Trinity IX Side-By-Side Fund, L.P. (3)                   |
| Series E Convertible Preferred Stock          | Â (5)  | Â (6)              | Common Stock   | 638,525                          | \$ 0  | I   | By Trinity Ventures IX, L.P.                                |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Trinity TVL IX, LLC<br>C/O TRINITY VENTURES 3000 SAND HILL ROAD<br>BUILDING FOUR, SUITE 160<br>MENLO PARK, CA 94025                | ^             | ^ X       | ^       | ^     |
| ORR LAWRENCE K<br>C/O TRINITY VENTURES 3000 SAND HILL ROAD<br>BUILDING FOUR, SUITE 160<br>MENLO PARK, CA 94025                     | ^             | ^ X       | ^       | ^     |
| TRINITY VENTURES IX L P<br>C/O TRINITY VENTURES 3000 SAND HILL ROAD<br>BUILDING FOUR, SUITE 160<br>MENLO PARK, CA 94025            | ^             | ^ X       | ^       | ^     |
| Trinity IX Side-By-Side Fund, L.P.<br>C/O TRINITY VENTURES 3000 SAND HILL ROAD<br>BUILDING FOUR, SUITE 160<br>MENLO PARK, CA 94025 | ^             | ^ X       | ^       | ^     |
| Fenton Noel J<br>C/O TRINITY VENTURES 3000 SAND HILL ROAD<br>BUILDING FOUR, SUITE 160<br>MENLO PARK, CA 94025                      | ^             | ^ X       | ^       | ^     |
| Nakache Patricia<br>C/O TRINITY VENTURES 3000 SAND HILL ROAD<br>BUILDING FOUR, SUITE 160<br>MENLO PARK, CA 94025                   | ^             | ^ X       | ^       | ^     |
| Tai Augustus O<br>C/O TRINITY VENTURES 3000 SAND HILL ROAD<br>BUILDING FOUR, SUITE 160<br>MENLO PARK, CA 94025                     | ^             | ^ X       | ^       | ^     |
| Wang Fred<br>C/O TRINITY VENTURES 3000 SAND HILL ROAD<br>BUILDING FOUR, SUITE 160<br>MENLO PARK, CA 94025                          | ^             | ^ X       | ^       | ^     |
| TVL Management CORP<br>C/O TRINITY VENTURES 3000 SAND HILL ROAD<br>BUILDING FOUR, SUITE 160<br>MENLO PARK, CA 94025                | ^             | ^ X       | ^       | ^     |
| Trinity IX Entrepreneurs Fund LP<br>C/O TRINITY VENTURES 3000 SAND HILL ROAD   | ^             | ^ X       | ^       | ^     |

BUILDING FOUR, SUITE 160  
 MENLO PARK, CA 94025

## Signatures

|   |            |
|---|------------|
| /s/ Lawrence K. Orr   | 01/23/2014 |
| **Signature of Reporting Person   | Date       |
| TRINITY TVL IX, LLC, a Delaware limited liability company By: /s/ Lawrence K. Orr,<br>Management Member   | 01/23/2014 |
| **Signature of Reporting Person   | Date       |
| TRINITY VENTURES IX, L.P., a Delaware limited partnership By: Trinity TVL IX, LLC, a<br>Delaware limited liability company its General Partner By: /s/ Lawrence K. Orr, Management<br>Member            | 01/23/2014 |
| **Signature of Reporting Person   | Date       |
| TRINITY IX SIDE-BY-SIDE FUND, L.P., a Delaware limited partnership By: Trinity TVL<br>IX, LLC, a Delaware limited liability company its General Partner By: /s/ Lawrence K. Orr,<br>Management Member   | 01/23/2014 |
| **Signature of Reporting Person   | Date       |
| TRINITY IX ENTREPRENEURS' FUND, L.P., a Delaware limited partnership By: Trinity<br>TVL IX, LLC, a Delaware limited liability company its General Partner By: /s/ Lawrence K.<br>Orr, Management Member | 01/23/2014 |
| **Signature of Reporting Person   | Date       |
| /s/ Noel J. Fenton  | 01/23/2014 |
| **Signature of Reporting Person   | Date       |
| /s/ Patricia E. Nakache   | 01/23/2014 |
| **Signature of Reporting Person   | Date       |
| /s/ Augustus O. Tai   | 01/23/2014 |
| **Signature of Reporting Person   | Date       |
| /s/ Fred Wang   | 01/23/2014 |
| **Signature of Reporting Person   | Date       |
| TVL MANAGEMENT CORPORATION By: /s/ Lawrence K. Orr, President   | 01/23/2014 |
| **Signature of Reporting Person   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The shares are owned by Trinity IX Entrepreneurs' Fund, L.P. ("Trinity IX EF") which is under common control with Trinity IX Side-By-Side Fund, L.P. ("Trinity IX SBS") and Trinity Ventures IX, L.P. ("Trinity IX"). Trinity TVL IX, LLC ("Trinity TVL IX") serves as the sole general partner of Trinity IX EF, Trinity IX SBS and Trinity IX. As such, Trinity TVL IX possesses sole voting and investment control over the shares owned by Trinity IX EF, Trinity IX SBS and Trinity IX, and may be deemed to have indirect beneficial ownership of the securities held by Trinity IX EF, Trinity IX SBS and Trinity IX. Trinity TVL IX, however, owns no shares of the Issuer directly.
- (2) Messrs. Fenton, Orr, Tai and Wang and Ms. Nakache serve as Management Members of Trinity TVL IX and serve as Directors of TVL Management Corporation and share voting and dispositive power over the shares held by Trinity IX EF, Trinity IX SBS and Trinity IX. Each Reporting Person disclaims beneficial ownership of the shares held by Trinity IX EF, Trinity IX SBS and Trinity IX except to the extent of his, her or its proportionate pecuniary interest therein.

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- (3) The shares are owned by Trinity IX SBS. See footnotes 1 and 2 above.
- (4) The shares are owned by Trinity IX. See footnotes 1 and 2 above.
- (5) The Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, Series D Convertible Preferred Stock and Series E Convertible Preferred Stock automatically convert into shares of Issuer's Common Stock on a 1:1 basis immediately prior to the completion of Issuer's initial public offering.
- (6) The expiration date is not relevant to the conversion of these securities.

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.