

Care.com Inc
Form 4
March 15, 2016

FORM 4

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

OMB APPROVAL

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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 *
Swette Brian

(Last) (First) (Middle)

C/O CARE.COM, INC., 77
FOURTH AVENUE, 5TH FLOOR

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2016

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)

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) or (D) Code V Amount (D) Price			
Common Stock, \$0.001 par value					2,672	D	
Common Stock, \$0.001 par value					179,960	I	See Footnote (1)
Common Stock, \$0.001 par value					41,530	I	See Footnote (2)

Common Stock, \$0.001 par value	41,530	I	See Footnote <u>(3)</u>
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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
Restricted Stock Units	(4)	03/11/2016		A	11,190	(5) (5)	Common Stock 11,190
Stock Option (Right to Buy)	\$ 6.7	03/11/2016		A	24,110	(6) 03/10/2026	Common Stock 24,110

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Swette Brian C/O CARE.COM, INC. 77 FOURTH AVENUE, 5TH FLOOR WALTHAM, MA 02451			X	

Signatures

/s/ Diane Musi, as Attorney-in-Fact for Brian Swette 03/15/2016

__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) These shares are held by the Swette Family Trust-2000, of which the Reporting Person is a co-trustee.
- (2) These shares are held by GRAT #2 under Brian T. Swette 2010 Master Grantor Retained Annuity Trust Agreement dated 03/01/10, of which the Reporting Person is the trustee.
- (3) These shares are held by GRAT #2 under Kelly Swette 2010 Master Grantor Retained Annuity Trust Agreement dated 03/01/10, of which the Reporting Person's wife is the trustee.
- (4) Each restricted stock unit represents a contingent right to receive one share of Issuer common stock.

The restricted stock units will vest as to 25% of the original number of restricted stock units on March 9, 2017 and as to an additional

- (5) 6.25% of the original number of restricted stock units at the end of each successive three month period from March 9, 2017 until March 9, 2020, subject to the Reporting Person's continued service relationship with the Issuer on such vesting date.

The option will become exercisable as to 25% of the original number of securities acquired on March 9, 2017 and as to an additional

- (6) 6.25% of the original number of securities acquired at the end of each successive three month period from March 9, 2017 until March 9, 2020, subject to the Reporting Person's continued service relationship with the Issuer on such vesting date.

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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