

Care.com Inc
Form 4
June 13, 2016

FORM 4

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

OMB APPROVAL

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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 *
Marcelo Sheila Lirio

(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)
06/09/2016

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)
President and CEO

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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock, \$0.001 par value | 06/09/2016 | | M | | 16,068 A 11 844,904 | D | |
| Common Stock, \$0.001 par value | 06/09/2016 | | M | | 6,025 A 11 850,929 | D | |
| Common Stock, \$0.001 par value | 06/09/2016 | | M | | 6,996 A 11 857,925 | D | |

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| | | | | | | | | |
|---------------------------------|------------|---|--------------|---|-----------|---------|---|-------------|
| Common Stock, \$0.001 par value | 06/10/2016 | S | 5,471 (2) | D | \$ 8.8012 | 852,454 | D | |
| Common Stock, \$0.001 par value | 06/10/2016 | S | 2,052 (2) | D | \$ 8.8014 | 850,402 | D | |
| Common Stock, \$0.001 par value | 06/13/2016 | S | 2,496 (2) | D | \$ 8.4099 | 847,906 | D | |
| Common Stock, \$0.001 par value | 06/09/2016 | M | 806 | A | (1) | 2,895 | I | By Husband |
| Common Stock, \$0.001 par value | 06/09/2016 | M | 233 | A | (1) | 3,128 | I | By Husband |
| Common Stock, \$0.001 par value | 06/10/2016 | S | 322 (3) | D | \$ 8.8013 | 2,806 | I | By Husband |
| Common Stock, \$0.001 par value | 06/13/2016 | S | 99 (3) | D | \$ 8.408 | 2,707 | I | By Husband |
| Common Stock, \$0.001 par value | | | | | | 342,646 | I | By GRAT (4) |

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

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(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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. De |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------|

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(Instr. 3, 4,
and 5)

| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
|------------------------------|------|-----|-----|-----|---------------------|--------------------|-------|-------------------------------------|-----|-----|-----------------|--------|
| Restricted Stock Units | | (1) | | | 06/09/2016 | | M | 16,068 | (5) | (5) | Common Stock | 16,068 |
| Restricted Stock Units | | (1) | | | 06/09/2016 | | M | 6,025 | (6) | (6) | Common Stock | 6,025 |
| Restricted Stock Units | | (1) | | | 06/09/2016 | | M | 6,996 | (7) | (7) | Common Stock | 6,996 |
| Restricted Stock Units | | (1) | | | 06/09/2016 | | M | 806 | (8) | (8) | Common Stock | 806 |
| Restricted Stock Units | | (1) | | | 06/09/2016 | | M | 233 | (9) | (9) | Common Stock | 233 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Marcelo Sheila Lirio C/O CARE.COM, INC. 77 FOURTH AVENUE, 5TH FLOOR WALTHAM, MA 02451 | X | | President and CEO | |

Signatures

/s/ Diane Musi, as
Attorney-in-Fact

06/13/2016

**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) Each restricted stock unit represents a contingent right to receive one share of Issuer common stock.
- (2) These shares were sold to cover tax withholding obligations created by the vesting of Reporting Person's restricted stock units.
- (3) These shares were sold to cover tax withholding obligations created by the vesting of restricted stock units held by Reporting Person's husband.
- (4) These shares are held by The Sheila L. Marcelo 2012 Five-Year Grantor Retained Annuity Trust, of which Reporting Person is the trustee.

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(5) The restricted stock units will vest as to 6.25% of the original number of restricted stock units at the end of each successive three month period from March 9, 2015 until March 9, 2019, subject to the Reporting Person's continued service relationship with the Issuer on such vesting date.

(6) The restricted stock units will vest as to 25% of the original number of restricted stock units on March 9, 2016 and as to an additional 6.25% of the original number of restricted stock units at the end of each successive three month period from March 9, 2016 until March 9, 2019, subject to the Reporting Person's continued service relationship with the Issuer on such vesting date.

(7) The restricted stock units will vest as to 6.25% of the original number of restricted stock units at the end of each successive three month period from March 9, 2016 until March 9, 2020, subject to the Reporting Person's continued service relationship with the Issuer on such vesting date.

(8) The restricted stock units will vest as to 6.25% of the original number of restricted stock units at the end of each successive three month period from March 9, 2015 until March 9, 2019, subject to the continued service relationship of the Reporting Person's husband with the Issuer on such vesting date.

(9) The restricted stock units will vest as to 6.25% of the original number of restricted stock units at the end of each successive three month period from March 9, 2016 until March 9, 2020, subject to the continued service relationship of the Reporting Person's husband 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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