

Care.com Inc
Form 4
March 13, 2017

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)
03/09/2017

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock, \$0.001 par value	03/09/2017		M		16,069	A	11	939,179	D	
Common Stock, \$0.001 par value	03/09/2017		M		6,025	A	11	945,204	D	
Common Stock, \$0.001 par value	03/09/2017		M		6,997	A	11	952,201	D	

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Common Stock, \$0.001 par value	03/09/2017	M	6,529	A	<u>(1)</u>	958,730	D	
Common Stock, \$0.001 par value	03/09/2017	<u>S</u> ⁽²⁾	10,174	D	\$ <u>(3)</u> 11.0077	948,556	D	
Common Stock, \$0.001 par value	03/10/2017	S	<u>8,017</u> ⁽⁴⁾	D	\$ 10.6204	940,539	D	
Common Stock, \$0.001 par value	03/10/2017	S	<u>2,951</u> ⁽⁴⁾	D	\$ 10.6204	937,588	D	
Common Stock, \$0.001 par value	03/10/2017	S	<u>3,427</u> ⁽⁴⁾	D	\$ 10.6204	934,161	D	
Common Stock, \$0.001 par value	03/10/2017	S	<u>3,198</u> ⁽⁴⁾	D	\$ 10.6205	930,963	D	
Common Stock, \$0.001 par value	03/09/2017	M	807	A	<u>(1)</u>	4,830	I	By Husband
Common Stock, \$0.001 par value	03/09/2017	M	233	A	<u>(1)</u>	5,063	I	By Husband
Common Stock, \$0.001 par value	03/10/2017	S	316 <u>(5)</u>	D	\$ 10.62	4,747	I	By Husband
Common Stock, \$0.001 par value	03/10/2017	S	92 <u>(5)</u>	D	\$ 10.6184	4,655	I	By Husband
Common Stock, \$0.001 par value						306,082	I	By GRAT <u>(6)</u>

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) (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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	03/09/2017		M	16,069	<u>(7)</u>	<u>(7)</u>	Common Stock	16,069
Restricted Stock Units	<u>(1)</u>	03/09/2017		M	6,025	<u>(8)</u>	<u>(8)</u>	Common Stock	6,025
Restricted Stock Units	<u>(1)</u>	03/09/2017		M	6,997	<u>(9)</u>	<u>(9)</u>	Common Stock	6,997
Restricted Stock Units	<u>(1)</u>	03/09/2017		M	6,529	<u>(10)</u>	<u>(10)</u>	Common Stock	6,529
Restricted Stock Units	<u>(1)</u>	03/09/2017		M	807	<u>(11)</u>	<u>(11)</u>	Common Stock	807
Restricted Stock Units	<u>(1)</u>	03/09/2017		M	233	<u>(12)</u>	<u>(12)</u>	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	X		President and CEO	

WALTHAM, MA 02451

Signatures

/s/ Diane Musi, as Attorney-in-Fact for Sheila Lirio
Marcelo

03/13/2017

__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) The sales reported were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on August 25, 2016.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.00 to \$11.05, inclusive. The reporting person undertakes to provide to Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (3) to this Form 4.
- (4) These shares were sold to cover tax withholding obligations created by the vesting of Reporting Person's restricted stock units.
- (5) These shares were sold to cover tax withholding obligations created by the vesting of restricted stock units held by Reporting Person's husband.
- (6) These shares are held by The Sheila L. Marcelo 2012 Five-Year Grantor Retained Annuity Trust, of which Reporting Person is the trustee.
- (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, 2015 until March 9, 2019. The restricted stock units have no expiration date.
- (8) 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. The restricted stock units have no expiration 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. The restricted stock units have no expiration date.
- (10) The restricted stock units will vest as to 25% of the original grant on March 9, 2017. The balance of the grant will vest in twelve equal quarterly installments beginning on June 9, 2017. The restricted stock units have no expiration date.
- (11) 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. The restricted stock units have no expiration date.
- (12) 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. The restricted stock units have no expiration date.

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.