

FRIEND DAVID  
Form SC 13G  
February 10, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No.    )\*

**Carbonite, Inc.**

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

141337105

(CUSIP Number)

December 31, 2011

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**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 141337105

1 NAMES OF REPORTING PERSONS

David Friend

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OF PLACE OF ORGANIZATION

United States of America

**NUMBER OF** 5 **SOLE VOTING POWER**

**SHARES** 1,655,358 (1)

6 **SHARED VOTING POWER**

**BENEFICIALLY**

0

**OWNED BY**

7 **SOLE DISPOSITIVE POWER**

**EACH**

1,655,358 (1)

**REPORTING** 8 **SHARED DISPOSITIVE POWER**

**PERSON** 0

**WITH:**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,655,358 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.6% (2)

12 TYPE OF REPORTING PERSON

IN

**Item 1.**

(a) Name of Issuer:  
Carbonite, Inc.

(b) Address of Issuer's Principal Executive Offices:  
177 Huntington Avenue, Boston, Massachusetts 02115

**Item 2.**

(a) Name of Person Filing:  
David Friend

(b) Address of Principal Business Office, or, if none, Residence:  
177 Huntington Avenue, Boston, Massachusetts 02115

(c) Citizenship:  
United States of America

(d) Title of Class of Securities:  
Common Stock, par value \$0.01 per share

(e) CUSIP Number:  
141337105

**Item 3.** If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a: Not applicable.

- (a) .. Broker or dealer registered under Section 15 of the Act;
- (b) .. Bank as defined in Section 3(a)(6) of the Act;
- (c) .. Insurance company as defined in Section 3(a)(19) of the Act;
- (d) .. Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) .. An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E) under the Act;
- (f) .. An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F) under the Act;
- (g) .. A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G) under the Act;
- (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) .. Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K) under the Act. If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer defined in Item 1.

(a) Amount beneficially owned:  
1,655,358 (1)

(b) Address of Issuer's Principal Executive Offices:  
6.6% (2)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 1,655,358 (1)

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose of to direct the disposition of: 1,655,358 (1)

(iv) Shared power to dispose or to direct the disposition of: 0

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following "":

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Pursuant to the trusts described in footnote (1), other persons who are direct and/or indirect beneficiaries of such trusts have a contingent right to receive dividends from, or proceeds from the sale of, certain shares of the Issuer's Common Stock reported herein.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certifications**

Not applicable.

(1) Includes 100,000 shares of the Issuer's Common Stock held by the David Friend 2011 Qualified Annuity Trust I, 500,000 shares of the Issuer's Common Stock held by the David Friend 2010 Qualified Annuity Trust I, 101,849 shares of the Issuer's Common Stock held by the David Friend 2009 Qualified Annuity Trust II, and 106,806 shares of the Issuer's Common Stock held by the David Friend 2009 Qualified Annuity Trust III. Also includes 30,683 shares of the Issuer's Common Stock subject to options held by Mr. Friend that are exercisable on or within 60 days following December 31, 2011. Does not include 101,849 shares of the Issuer's Common Stock held by the Margaret F.A. Shepherd 2009 Qualified Annuity Trust, 106,806 shares of the Issuer's Common Stock held by the Margaret F.A. Shepherd 2009 Qualified Annuity Trust II, 24,000 shares of the Issuer's Common Stock held by the Friend-Shepherd Family 2009 Irrevocable Trust II, 3,000 shares of the Issuer's Common Stock held by Jasper Friend, 3,000 shares of the Issuer's Common Stock held by Zachery Friend, 3,000 shares of the Issuer's Common Stock held by Lilian Friend, or 3,000 shares of the Issuer's Common Stock held by Zoe Friend.

(2) Based on 25,137,342 shares of the Issuer's Common Stock outstanding as of December 31, 2011.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: February 8, 2012

*/s/ David Friend*  
David Friend

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).