

Carbonite Inc  
Form 4  
May 08, 2014

**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 \*  
**KUMARESAN SWAMI**

(Last) (First) (Middle)

**C/O CARBONITE, INC., 177  
HUNTINGTON AVENUE**

(Street)

**BOSTON, MA 02115**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Carbonite Inc [CARB]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/06/2014**

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)  
**EVP, Product & Engineering**

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	Price	
Common Stock	05/06/2014		M		20,250	A \$ 2.64	96,018 <sup>(1)</sup> D
Common Stock	05/06/2014		M		15,018	A \$ 2.64	111,036 <sup>(1)</sup> D
Common Stock	05/06/2014		S		73,140	D <sup>(2)</sup> 10.2976	37,896 <sup>(1)</sup> D
Common Stock	05/07/2014		M		216	A \$ 2.64	38,112 <sup>(1)</sup> D
Common Stock	05/07/2014		M		690	A \$ 2.64	38,802 <sup>(1)</sup> D

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Common Stock      05/07/2014      S      4,832      D      \$ 10.0029      33,970 <sup>(1)</sup>      D  
(3)

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)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Stock Option (right to buy)	\$ 2.64	05/06/2014		M	20,250	11/14/2013      11/14/2019	Common Stock      20,250
Stock Option (right to buy)	\$ 2.64	05/06/2014		M	15,018	<u>(4)</u> 11/14/2019	Common Stock      15,018
Stock Option (right to buy)	\$ 2.64	05/07/2014		M	216	<u>(5)</u> 11/14/2019	Common Stock      216
Stock Option (right to buy)	\$ 2.64	05/07/2014		M	690	08/09/2011      11/14/2019	Common Stock      690

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KUMARESAN SWAMI C/O CARBONITE, INC.			EVP, Product & Engineering	

177 HUNTINGTON AVENUE  
BOSTON, MA 02115

## Signatures

/s/ Danielle Sheer, by power of  
attorney

05/08/2014

\_\_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) Includes 12,500 shares of common stock subject to restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock. The restricted stock units vest in 16 equal quarterly installments beginning on May 25, 2014 and will be settled on each applicable vest date in shares of the issuer's common stock.

(2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$10.00 to \$10.81, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the 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 this footnote.

(3) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$10.00 to \$10.03, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the 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 this footnote.

(4) This option is exercisable for 216 shares of common stock, after giving effect to this transaction. This option will become exercisable as to the remaining underlying shares of common stock 3 equal quarterly installments beginning on May 14, 2014.

(5) This option will become exercisable as to the remaining underlying shares of common stock 3 equal quarterly installments beginning on May 14, 2014.

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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