

CapitalG GP LLC
Form 4
November 03, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CapitalG LP

(Last) (First) (Middle)

1600 AMPHITHEATRE
PARKWAY

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
__X__ 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)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De Se

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares	
Convertible Preferred Stock, Series A	\$ 10.5 <u>(1)</u>	11/01/2017	J <u>(2)</u>		0 <u>(2)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock		4,746,720	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CapitalG LP				
1600 AMPHITHEATRE PARKWAY		X		
MOUNTAIN VIEW, CA 94043				
CapitalG GP LLC				
1600 AMPHITHEATRE PARKWAY		X		
MOUNTAIN VIEW, CA 94043				
GOOGLE INC.				
1600 AMPHITHEATRE PARKWAY		X		
MOUNTAIN VIEW, CA 94043				
Alphabet Inc.				
1600 AMPHITHEATRE PARKWAY		X		
MOUNTAIN VIEW, CA 94043				

Signatures

/s/ Jeremiah Gordon, CapitalG LP, by CapitalG GP LLC, its General Partner, by Jeremiah Gordon, General Counsel and Secretary

****Signature of Reporting Person** _____ **Date** _____

/s/ Jeremiah Gordon, CapitalG GP LLC, by Jeremiah Gordon, General Counsel and Secretary 11/02/2017

**Signature of Reporting Person

/s/ Kent Walker, Google LLC, by Kent Walker, Secretary 11/02/2017

**Signature of Reporting Person _____ Date _____

/s/ Kent Walker, Alphabet Inc., by Kent Walker, Assistant Secretary 11/02/2017

____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) The Convertible Preferred Stock, Series A, par value \$0.001 per share (the "Convertible Preferred Stock"), is convertible at any time and has no expiration date. The Issuer may mandatorily convert the Convertible Preferred Stock into Common Stock (i) at any time after the seventh anniversary of June 29, 2016 (the "Closing Date"), and (ii) between the fifth anniversary and the seventh anniversary of the Closing Date, if certain conditions are met.

(2) Holders of the Convertible Preferred Stock are entitled to cumulative dividends, whether or not declared by the Issuer's board of directors, at the rate of 5.50% per annum during the period from the Closing Date to the seventh anniversary of the Closing Date. Such dividends are payable semi-annually in arrears on June 29 and December 29 of each year, by increasing the liquidation preference of each share of Convertible Preferred Stock. The number of shares of Convertible Preferred Stock held directly by CapitalG LP are currently convertible into 4,746,720 shares of Common Stock.

(3) CapitalG LP directly holds shares of the Convertible Preferred Stock. CapitalG GP LLC, the general partner of CapitalG LP, Alphabet Holdings LLC, the managing member of CapitalG GP LLC, XXVI Holdings Inc., the sole member of Alphabet Holdings LLC, and Alphabet Inc., the sole stockholder of XXVI Holdings Inc., may each be deemed to have the sole power to vote and dispose of these shares. Each of CapitalG GP LLC, Alphabet Holdings LLC, XXVI Holdings Inc., and Alphabet Inc. disclaims beneficial ownership of the Convertible Preferred Stock, except to the extent of any pecuniary interest therein. This Form 4 constitutes "an exit filing" with respect to Google LLC as a result of an internal restructuring consummated on November 1, 2017.

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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