

VAZIRANI PRAVIN A

Form 4

May 11, 2012

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 *
VAZIRANI PRAVIN A

(Last) (First) (Middle)

3000 SAND HILL
ROAD, BUILDING 4, SUITE 100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2012

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)

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)
Common Stock	05/09/2012		P	1,367 A 7.42 (1)	6,525,665	I	By Menlo Ventures X, L.P. (3)
Common Stock					6,552,800	I	By Menlo Ventures X, L.P. (3)
Common Stock	05/09/2012		P	12 A 7.42 (1)	55,470	I	By Menlo Entrepreneurs Fund X, L.P. (4)
Common	05/09/2012		P	230 A \$	55,700	I	By Menlo

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Stock						8.37 (2)			Entrepreneurs Fund X, L.P. (4)
Common Stock	05/09/2012		P	24	A	\$ 7.42 (1)	114,203	I	By MMEF X, L.P. (5)
Common Stock	05/09/2012		P	475	A	\$ 8.37 (2)	114,678	I	By MMEF X, L.P. (5)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
VAZIRANI PRAVIN A 3000 SAND HILL ROAD BUILDING 4, SUITE 100 MENLO PARK, CA 94025	X X

Signatures

/s/ Pravin A.
Vazirani
05/11/2012
Date

Signature of
Reporting Person

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).
 - Price reflected is the weighted-average purchase price for shares purchased. The range of purchase prices for the transactions reported
 - (1) was \$7.30 to \$7.50 per share. The reporting persons undertake to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
 - Price reflected is the weighted-average purchase price for shares purchased. The range of purchase prices for the transactions reported
 - (2) was \$7.985 to \$8.50 per share. The reporting persons undertake to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
 - These shares are owned directly by Menlo Ventures X, L.P. ("Menlo X"), whose sole general partner is MV Management X, L.L.C. ("MVM-X") of which Pravin A. Vazirani is a managing member and shares voting and investment power over the shares held by Menlo
 - (3) X. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
 - These shares are owned directly by Menlo Entrepreneurs Fund X, L.P., whose sole general partner is MVM-X of which Pravin A. Vazirani is a managing member and shares voting and investment power over the shares held by Menlo Entrepreneurs Fund X, L.P. The
 - (4) reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
 - These shares are owned directly by MMEF X, L.P., whose sole general partner is MVM-X of which Pravin A. Vazirani is a managing
 - (5) member and shares voting and investment power over the shares held by MMEF X, L.P. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

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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