

DRU JEAN MARIE
Form 4
May 01, 2006

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 *
DRU JEAN MARIE

2. Issuer Name and Ticker or Trading Symbol
OMNICOM GROUP INC [OMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O OMNICOM GROUP INC., 437
MADISON AVENUE

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

04/27/2006

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

President/CEO TBWA Worldwide

(Street)

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

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

Form filed by One Reporting Person

____ Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

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 or Price		
Common Stock, par value \$0.15 per share	04/27/2006 ⁽¹⁾		M		60,000 A \$ 65.5	83,403	D
Common Stock, par value \$0.15 per share	04/27/2006		M		83,333 A \$ 62.35	166,736	D
Common Stock, par value \$0.15 per share	04/27/2006		S		300 D \$ 90.33	166,436	D

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Common Stock, par value \$0.15 per share	04/27/2006	S	400	D	\$ 90.34	166,036	D
Common Stock, par value \$0.15 per share	04/27/2006	S	600	D	\$ 90.35	165,436	D
Common Stock, par value \$0.15 per share	04/27/2006	S	600	D	\$ 90.36	164,836	D
Common Stock, par value \$0.15 per share	04/27/2006	S	1,100	D	\$ 90.37	163,736	D
Common Stock, par value \$0.15 per share	04/27/2006	S	900	D	\$ 90.38	162,836	D
Common Stock, par value \$0.15 per share	04/27/2006	S	1,000	D	\$ 90.39	161,836	D
Common Stock, par value \$0.15 per share	04/27/2006	S	1,000	D	\$ 90.4	160,836	D
Common Stock, par value \$0.15 per share	04/27/2006	S	1,000	D	\$ 90.41	159,836	D
Common Stock, par value \$0.15 per share	04/27/2006	S	35,000	D	\$ 90.42	124,836	D
Common Stock, par value \$0.15 per share	04/27/2006	S	3,800	D	\$ 90.43	121,036	D
Common Stock, par value \$0.15 per share	04/27/2006	S	2,300	D	\$ 90.44	118,736	D
	04/27/2006	S	9,000	D		109,736	D

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Common Stock, par value \$0.15 per share					\$ 90.45		
Common Stock, par value \$0.15 per share	04/27/2006	S	1,800	D	\$ 90.46	107,936	D
Common Stock, par value \$0.15 per share	04/27/2006	S	1,100	D	\$ 90.47	106,836	D
Common Stock, par value \$0.15 per share	04/27/2006	S	900	D	\$ 90.48	105,936	D
Common Stock, par value \$0.15 per share	04/27/2006	S	300	D	\$ 90.49	105,636	D
Common Stock, par value \$0.15 per share	04/27/2006	S	1,100	D	\$ 90.5	104,536	D
Common Stock, par value \$0.15 per share	04/27/2006	S	11,600	D	\$ 90.51	92,936	D
Common Stock, par value \$0.15 per share	04/27/2006	S	1,100	D	\$ 90.52	91,836	D
Common Stock, par value \$0.15 per share	04/27/2006	S	300	D	\$ 90.53	91,536	D
Common Stock, par value \$0.15 per share	04/27/2006	S	700	D	\$ 90.54	90,836	D
Common Stock, par value \$0.15 per share	04/27/2006	S	300	D	\$ 90.56	90,536	D
	04/27/2006	S	2,800	D		87,736	D

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Common Stock, par value \$0.15 per share					\$ 90.57		
Common Stock, par value \$0.15 per share	04/27/2006	S	900	D	\$ 90.58	86,836	D
Common Stock, par value \$0.15 per share	04/27/2006	S	800	D	\$ 90.59	86,036	D
Common Stock, par value \$0.15 per share	04/27/2006	S	21,300	D	\$ 90.6	64,736	D
Common Stock, par value \$0.15 per share	04/27/2006	S	400	D	\$ 90.61	64,336	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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
Employee Stock Option (right to buy)	\$ 65.5	04/27/2006		M	60,000	<u>(2)</u> 02/25/2009	Common Stock 60,000
Employee Stock	\$ 62.35	04/27/2006		M	83,333	<u>(3)</u> 10/02/2001	Common Stock 83,333

Option
(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRU JEAN MARIE C/O OMNICOM GROUP INC. 437 MADISON AVENUE NEW YORK, NY 10022			President/CEO TBWA Worldwide	

Signatures

/s/ Michael J. O'Brien, Attorney in Fact for
Jean-Marie Dru

05/01/2006

____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) This is the first of three Forms 4 filed on May 1, 2006, to report two option exercises and associated sales because all sales will not fit on one Form 4.
- (2) 30% of the shares vested on February 25, 2000; 30% of the shares vested on February 25, 2001; and the remaining 40% of the shares vested on February 25, 2002.
- (3) All of the shares vested on March 4, 2002.

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. T-SIZE: 10pt; FONT-FAMILY: times new roman">4.

Source of Funds (See Instructions)

AF

5.
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6.
Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7.
Sole Voting Power

None.

8.
Shared Voting Power
1,832,114

9.
Sole Dispositive Power
None.

10.
Shared Dispositive Power
1,832,114

11.
Aggregate Amount Beneficially Owned by Each Reporting Person
1,832,114

12.
Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13.
Percent of Class Represented by Amount in Row (11)
6.8%

14.
Type of Reporting Person (See Instructions)
IA

CUSIP No. 141337105

- | | |
|-----|--|
| 1. | Names of Reporting Persons.
Daniel J. Donoghue |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) |
| | (a) <input type="radio"/> |
| | (b) <input type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
AF |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
United States of America |
| 7. | Sole Voting Power
None. |
| 8. | Shared Voting Power
1,832,114 |
| 9. | Sole Dispositive Power
None. |
| 10. | Shared Dispositive Power
1,832,114 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,832,114 |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
6.8% |
| 14. | Type of Reporting Person (See Instructions)
IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 141337105

- | | |
|-----|--|
| 1. | Names of Reporting Persons.
Michael R. Murphy |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) |
| | (a) <input type="radio"/> |
| | (b) <input type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
AF |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
United States of America |
| 7. | Sole Voting Power
None. |
| 8. | Shared Voting Power
1,832,114 |
| 9. | Sole Dispositive Power
None. |
| 10. | Shared Dispositive Power
1,832,114 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,832,114 |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
6.8% |
| 14. | Type of Reporting Person (See Instructions)
IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Item 1. Security and Issuer

This Amendment No. 3 to Schedule 13D (“Amendment No. 3”) relates to the Common Stock, par value \$0.01 per share (the “Common Stock”), of Carbonite, Inc., a Delaware corporation (the “Company”), which has its principal executive offices at Two Avenue de Lafayette, Boston, Massachusetts 02111. This Amendment No. 3 amends and supplements, as set forth below, the information contained in items 1, 3, 5 and 6 of the Schedule 13D filed by the Reporting Persons with respect to the Company on February 7, 2014, as amended by Amendment No. 1 thereto filed by the Reporting Persons with respect to the Company on February 28, 2014, and as amended by Amendment No. 2 thereto filed by the Reporting Persons with respect to the Company on December 4, 2014 (as so amended, the “Schedule 13D”). All capitalized terms used herein but not defined herein have the meanings set forth in the Schedule 13D. Except as amended by this Amendment No. 3, all information contained in the Schedule 13D is, after reasonable inquiry and to the best of the Reporting Persons’ knowledge and belief, complete and correct as of the date of this Amendment No. 3.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended to read in its entirety as follows:

The total purchase price for the 1,832,114 shares of Common Stock beneficially owned by the Reporting Persons as of December 29, 2014 was approximately \$19,852,266. The source of such funds was the assets of Discovery Equity Partners, including proceeds of margin loans under margin loan facilities maintained in the ordinary course of business by Discovery Equity Partners with a broker on customary terms and conditions. Discovery Equity Partners is the legal owner of all of the Common Stock beneficially owned by Discovery Group and Messrs. Donoghue and Murphy.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended to read in its entirety as follows:

The information concerning percentages of ownership set forth below is based on 26,967,767 shares of Common Stock reported outstanding as of October 31, 2014 in the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2014.

Discovery Equity Partners beneficially owns 1,832,114 shares of Common Stock as of December 29, 2014, which represents 6.8% of the outstanding Common Stock.

Discovery Group beneficially owns 1,832,114 shares of Common Stock as of December 29, 2014, which represents 6.8% of the outstanding Common Stock.

Mr. Donoghue beneficially owns 1,832,114 shares of Common Stock as of December 29, 2014, which represents 6.8% of the outstanding Common Stock.

Mr. Murphy beneficially owns 1,832,114 shares of Common Stock as of December 29, 2014, which represents 6.8% of the outstanding Common Stock..

Discovery Group is the sole general partner of Discovery Equity Partners. Messrs. Donoghue and Murphy are the sole managing members of Discovery Group. As a consequence, Discovery Group and Messrs.

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Donoghue and Murphy may be deemed to share beneficial ownership of all of the shares of Common Stock owned by Discovery Equity Partners.

The transactions in Common Stock effected by the Reporting Persons since those reported in the Schedule 13D filed by the Reporting persons on December 4, 2014 are set out in Exhibit 1 hereto.

No person other than Discovery Equity Partners is known to any Reporting Person to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any of the shares of Common Stock reported herein.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended to read in its entirety as follows:

There are no contracts, arrangements, understandings or relationships (legal or otherwise) between or among any of the Reporting Persons and any other person with respect to any securities of the Company other than the governing documents of Discovery Group and Discovery Equity Partners, the margin loan facilities referred to under Item 3 above, the Joint Filing Agreement of the Reporting Persons with respect to the Schedule 13D that were included as exhibits thereto, the Joint Filing Agreement of the Reporting Persons with respect to this Amendment No. 3 included as Exhibit 2 to this Amendment No. 3, and the Powers of Attorney granted by Messrs. Donoghue and Murphy with respect to reports under Section 13 of the Securities Exchange Act of 1934, as amended, which Powers of Attorney are included as Exhibit 3 and Exhibit 4, respectively, to this Amendment No. 3.

Item 7. Material to Be Filed as Exhibits

Exhibit 1: List of transactions effected by the Reporting Persons in the Company's Common Stock since those reported in the Schedule 13D filed by the Reporting Persons on December 4, 2014.

Exhibit 2: Joint Filing Agreement dated as of December 30, 2014, by and among Discovery Equity Partners; Discovery Group; Daniel J. Donoghue; and Michael R. Murphy.

Exhibit 3: Power of Attorney of Daniel J. Donoghue, dated as of April 28, 2008.

Exhibit 4: Power of Attorney of Michael R. Murphy, dated as of April 28, 2008.

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.

December 30, 2014

Date

DISCOVERY GROUP I, LLC,
for itself and as general partner of
DISCOVERY EQUITY PARTNERS, L.P.

By: Michael R. Murphy*

Signature

Michael R. Murphy, Managing Member

Name/Title

Daniel J. Donoghue*

Signature

Daniel J. Donoghue

Name/Title

Michael R. Murphy*

Signature

Michael R. Murphy

Name/Title

*By: /s/ Mark Buckley

Mark Buckley

Attorney-in-Fact for Daniel J. Donoghue

Attorney-in-Fact for Michael R. Murphy

Exhibit Index

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- Exhibit 2 Joint Filing Agreement dated as of December 30, 2014, by and among Discovery Equity Partners; Discovery Group; Daniel J. Donoghue; and Michael R. Murphy.
- Exhibit 3 Power of Attorney of Daniel J. Donoghue, dated as of April 28, 2008.
- Exhibit 4 Power of Attorney of Michael R. Murphy, dated as of April 28, 2008.