

Musi Diane
 Form 4
 September 11, 2018

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 *
Musi Diane

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

**C/O CARE.COM, INC., 77
 FOURTH AVENUE, 5TH FLOOR**

3. Date of Earliest Transaction (Month/Day/Year)
09/09/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
General Counsel and Secretary

(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

WALTHAM, MA 02451

(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	(D)	Price		
Common Stock, \$0.001 par value	09/09/2018		M		2,413	A	Ⓛ	42,620	D
Common Stock, \$0.001 par value	09/09/2018		M		2,798	A	Ⓛ	45,418	D
Common Stock, \$0.001 par value	09/09/2018		M		136	A	Ⓛ	45,554	D

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Common Stock, \$0.001 par value	09/09/2018	M	906	A	<u>(1)</u>	46,460	D
Common Stock, \$0.001 par value	09/09/2018	M	3,563	A	<u>(1)</u>	50,023	D
Common Stock, \$0.001 par value	09/09/2018	M	875	A	<u>(1)</u>	50,898	D
Common Stock, \$0.001 par value	09/10/2018	M	15,000	A	\$ 6.7	65,898	D
Common Stock, \$0.001 par value	09/10/2018	<u>S</u> ⁽²⁾	23,150	D	\$ <u>(3)</u> 19.7981	42,748	D
Common Stock, \$0.001 par value	09/11/2018	S	<u>(11)</u> 4,829	D	\$ 19.89	37,919	D
Common Stock, \$0.001 par value	09/11/2018	M	15,000	A	\$ 6.7	52,919	D
Common Stock, \$0.001 par value	09/11/2018	<u>S</u> ⁽²⁾	15,000	D	\$ <u>(12)</u> 20.0202	37,919	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.

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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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3, 4,
and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	09/09/2018	M			2,413	(4)	(4)	Common Stock	2,413
Restricted Stock Units	(1)	09/09/2018	M			2,798	(5)	(5)	Common Stock	2,798
Restricted Stock Units	(1)	09/09/2018	M			136	(6)	(6)	Common Stock	136
Restricted Stock Units	(1)	09/09/2018	M			906	(7)	(7)	Common Stock	906
Restricted Stock Units	(1)	09/09/2018	M			3,563	(8)	(8)	Common Stock	3,563
Restricted Stock Units	(1)	09/09/2018	M			875	(9)	(9)	Common Stock	875
Stock Option (Right to Buy)	\$ 6.7	09/10/2018	M			15,000	(10)	03/09/2026	Common Stock	15,000
Stock Option (Right to Buy)	\$ 6.7	09/11/2018	M			15,000	(10)	03/09/2026	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Musi Diane C/O CARE.COM, INC. 77 FOURTH AVENUE, 5TH FLOOR WALTHAM, MA 02451			General Counsel and Secretary	

Signatures

/s/ Diane Musi

09/11/2018

**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) Each restricted stock unit represents a contingent right to receive one share of Issuer common stock.
- (2) The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on August 10, 2018. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.70 to \$19.90, inclusive. The reporting person undertakes to provide to Issuer, any security holder of 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 footnote (3) to this Form 4.
- (3) The restricted stock units will vest as to 6.25% of the original number of restricted stock units at the end of each successive three month period from March 9, 2015 until March 9, 2019. The restricted stock units have no expiration date.
- (4) The restricted stock units will vest as to 6.25% of the original number of restricted stock units at the end of each successive three month period from March 9, 2016 until March 9, 2020. The restricted stock units have no expiration date.
- (5) The restricted stock units will vest as to 25% of the original grant on March 9, 2017. The balance of the grant will vest in twelve equal quarterly installments beginning on June 9, 2017. The restricted stock units have no expiration date.
- (6) The restricted stock units will vest in sixteen equal installments beginning on June 9, 2017. The restricted stock units have no expiration date.
- (7) The restricted stock units will vest as to one-third of the original grant on February 26, 2018. The balance of the grant will vest in four equal semi-annual installments on each September 9 and March 9 thereafter, until fully-vested on March 9, 2020. The restricted stock units have no expiration date.
- (8) The restricted stock units will vest in sixteen equal installments beginning on June 9, 2018. The restricted stock units have no expiration date.
- (9) The underlying shares subject to the option vest and become exercisable in successive, equal quarterly installments over four years measured from March 9, 2016.
- (10) These shares were sold to cover tax withholding obligations created by the vesting of Reporting Person's restricted stock units. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.00 to \$20.10, inclusive. The reporting person undertakes to provide to Issuer, any security holder of 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 footnote (12) to this Form 4.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.00 to \$20.10, inclusive. The reporting person undertakes to provide to Issuer, any security holder of 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 footnote (12) to this Form 4.

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.