

Musi Diane  
 Form 4  
 December 27, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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**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**

(Last) (First) (Middle)

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

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**12/24/2018**

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)  
 General Counsel and Secretary

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  | (D)  | Price   |        |   |
| Common Stock, \$0.001 par value | 12/24/2018                           |  | M                              |   | 100   | A  | \$ 6.7  | 26,925 | D |
| Common Stock, \$0.001 par value | 12/24/2018                           |  | S <sup>(1)</sup>               |   | 100   | D  | \$ 18.25  | 26,825 | D |
| Common Stock, \$0.001 par value | 12/26/2018                           |  | M                              |   | 6,761   | A  | \$ 6.7  | 33,586 | D |

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|                                 |            |                  |        |   |                             |        |   |
|---------------------------------|------------|------------------|--------|---|-----------------------------|--------|---|
| Common Stock, \$0.001 par value | 12/26/2018 | M                | 8,750  | A | \$ 6.02                     | 42,336 | D |
| Common Stock, \$0.001 par value | 12/26/2018 | M                | 10,556 | A | \$ 12.01                    | 52,892 | D |
| Common Stock, \$0.001 par value | 12/26/2018 | M                | 3,733  | A | \$ 6.7                      | 56,625 | D |
| Common Stock, \$0.001 par value | 12/26/2018 | S <sup>(1)</sup> | 29,800 | D | \$<br>18.3982<br><u>(2)</u> | 26,825 | D |

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

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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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 6.7   | 12/24/2018                           |  | M                              | 100   | <u>(3)</u> 03/09/2026                                    | Common Stock  | 100                           |
| Stock Option (Right to Buy)                | \$ 6.7   | 12/26/2018                           |  | M                              | 6,761   | <u>(3)</u> 03/09/2026                                    | Common Stock  | 6,761                         |
| Stock Option (Right to Buy)                | \$ 6.02  | 12/26/2018                           |  | M                              | 8,750   | <u>(4)</u> 02/28/2023                                    | Common Stock  | 8,750                         |

Buy)

Stock

|                             |          |            |   |        |            |            |                 |        |
|-----------------------------|----------|------------|---|--------|------------|------------|-----------------|--------|
| Option<br>(Right to<br>Buy) | \$ 12.01 | 12/26/2018 | M | 10,556 | <u>(5)</u> | 03/15/2027 | Common<br>Stock | 10,556 |
|-----------------------------|----------|------------|---|--------|------------|------------|-----------------|--------|

Stock

|                             |        |            |   |       |            |            |                 |       |
|-----------------------------|--------|------------|---|-------|------------|------------|-----------------|-------|
| Option<br>(Right to<br>Buy) | \$ 6.7 | 12/26/2018 | M | 3,733 | <u>(3)</u> | 03/09/2026 | Common<br>Stock | 3,733 |
|-----------------------------|--------|------------|---|-------|------------|------------|-----------------|-------|

## Reporting Owners

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

## Signatures

/s/ Diane Musi 12/27/2018

\*\*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) 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 \$18.25 to \$18.5950, 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 (2) to this Form 4.
- (2) The underlying shares subject to the option vest and became exercisable in successive, equal quarterly installments over four years measured from March 9, 2016.
- (3) The underlying shares subject to the option vest and became exercisable in successive, equal quarterly installments over four years measured from February 1, 2013.
- (4) The underlying shares subject to the option vest and became exercisable in successive, equal quarterly installments over four years measured from March 9, 2017.

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.