Care.com Inc Form 4/A April 26, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

OMB APPROVAL

OMB Number:

3235-0287

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January 31, 2005

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(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * Swette Brian

> (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol

Care.com Inc [CRCM]

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

03/11/2016

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

(Street)

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

03/15/2016

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

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 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

(Instr. 3 and 4)

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

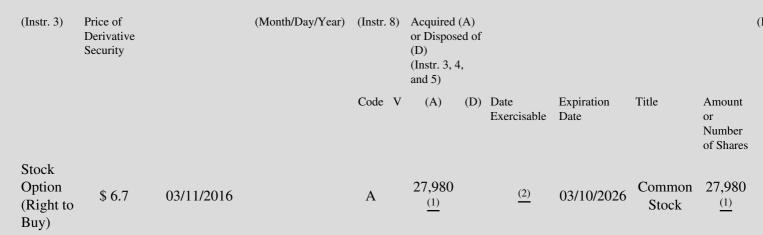
(A)

or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Swette Brian

C/O CARE.COM, INC.

77 FOURTH AVENUE, 5TH FLOOR

WALTHAM, MA 02451

Signatures

/s/ Diane Musi, as Attorney-in-Fact 04/26/2016

**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).
- Amended to correct an error in the calculation of the Black Scholes value reflected on the Form 4 filed by the Reporting Person on March 15, 2016 (the "Original Form 4"), resulting in an increase of 3,870 options granted to the Reporting Person.
- The option will become exercisable as to 25% of the original number of securities acquired on March 9, 2017 and as to an additional
- (2) 6.25% of the original number of securities acquired at the end of each successive three month period from March 9, 2017 until March 9, 2020, subject to the Reporting Person's continued service relationship with the Issuer on such vesting date.
- (3) Amended to correct an error in the price of the derivative security reported on the Original 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.

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