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

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

SECURITIES

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **Echenberg Michael**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Care.com Inc [CRCM]

(Check all applicable)

C/O CARE.COM, INC., 77

(Street)

(First)

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

Director X_ Officer (give title below)

10% Owner Other (specify below)

FOURTH AVENUE, 5TH FLOOR

4. If Amendment, Date Original

Chief Financial Officer 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) 03/15/2016

03/11/2016

Applicable Line)

X 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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Middle)

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

5. Amount of Securities Beneficially Owned Following

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

Ownership (Instr. 4) (Instr. 4)

(A) Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

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 Conversion Security or Exercise

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

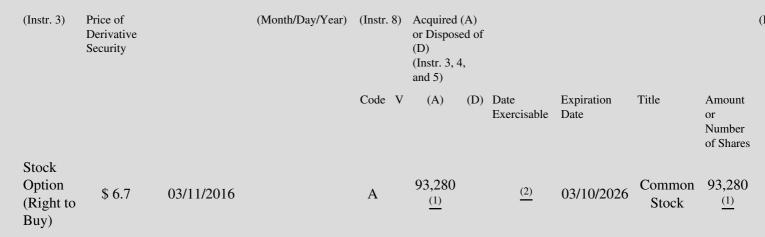
Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

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

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

Edgar Filing: Care.com Inc - Form 4/A



Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Echenberg Michael C/O CARE.COM, INC. 77 FOURTH AVENUE, 5TH FLOOR WALTHAM, MA 02451

Chief Financial Officer

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 12,900 options granted to the Reporting Person.
- (2) The option will vest as to 6.25% of the original number of securities acquired at the end of each successive three month period from March 9, 2016 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.

Reporting Owners 2