

Marcelo Sheila Lirio
 Form 4
 October 09, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Marcelo Sheila Lirio

(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)
 10/05/2018

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)
 President and CEO

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	10/05/2018		M		75,000	A	<u>(1)</u>
Common Stock, \$0.001 par value	10/08/2018		M		30,000	A	\$ 2.68
Common Stock, \$0.001 par value	10/08/2018		S ⁽²⁾		30,000	D	\$ <u>(3)</u> 21.7088

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Common Stock, \$0.001 par value	10/09/2018	<u>S</u> ⁽⁴⁾	34,925	D	\$ 20.9951	1,054,708	D	
Common Stock, \$0.001 par value						10,774	I	By Husband
Common Stock, \$0.001 par value						276,322	I	By GRAT <u>(5)</u>

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

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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) (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
Restricted Stock Units	<u>(1)</u>	10/05/2018		M	75,000	<u>(6)</u> <u>(6)</u>	Common Stock 75,000
Stock Option (Right to Buy)	\$ 2.68	10/08/2018		M	30,000	<u>(7)</u> 12/09/2020	Common Stock 30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marcelo Sheila Lirio C/O CARE.COM, INC.	X		President and CEO	

77 FOURTH AVENUE, 5TH FLOOR
WALTHAM, MA 02451

Signatures

/s/ Diane Musi, as Attorney-in-Fact for Sheila Lirio
Marcelo

10/09/2018

__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 2, 2018.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.50 to \$21.95, 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) 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.
- (4) These shares were sold to cover tax withholding obligations created by the vesting of Reporting Persons's restricted stock units.
- (5) These shares are held by The Sheila L. Marcelo Five Year Grantor Retained Annuity Trust of which Reporting Person is the trustee.
- (6) The restricted stock units vested and settled on October 5, 2018 in connection with the Issuer's common stock achieving a 120-day volume weighted average price of \$20.00. The restricted stock units have no expiration date.
- (7) The underlying shares subject to the option vest and became exercisable in successive, equal quarterly installments over four years measured from December 9, 2010.

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.