

Marcelo Sheila Lirio
 Form 4
 December 11, 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)
 12/09/2018

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	(A) or (D)	Price
Common Stock, \$0.001 par value	12/09/2018		M		16,069	A	1,070,777
Common Stock, \$0.001 par value	12/09/2018		M		6,025	A	1,076,802
Common Stock, \$0.001 par value	12/09/2018		M		6,996	A	1,083,798

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Common Stock, \$0.001 par value	12/09/2018	M	1,632	A	<u>Ⓛ</u>	1,085,430	D	
Common Stock, \$0.001 par value	12/09/2018	M	3,929	A	<u>Ⓛ</u>	1,089,359	D	
Common Stock, \$0.001 par value	12/09/2018	M	3,502	A	<u>Ⓛ</u>	1,092,861	D	
Common Stock, \$0.001 par value	12/11/2018	S	<u>17,215</u> ⁽¹⁰⁾	D	\$ 16.85	1,075,646	D	
Common Stock, \$0.001 par value	12/09/2018	M	806	A	<u>Ⓛ</u>	11,580	I	By Husband
Common Stock, \$0.001 par value	12/09/2018	M	233	A	<u>Ⓛ</u>	11,813	I	By Husband
Common Stock, \$0.001 par value	12/09/2018	M	121	A	<u>Ⓛ</u>	11,934	I	By Husband
Common Stock, \$0.0001 par value	12/09/2018	M	87	A	<u>Ⓛ</u>	12,021	I	By Husband
Common Stock, \$0.001 par value	12/09/2018	M	501	A	<u>Ⓛ</u>	12,522	I	By Husband
Common Stock, \$0.001 par value	12/11/2018	S	531 <u>(10)</u>	D	\$ 16.85	11,991	I	By Husband
Common Stock, \$0.001 par value						276,322	I	By GRAT <u>(2)</u>

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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 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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	12/09/2018		M	16,069	<u>(3)</u> <u>(3)</u>	Common Stock	16,069
Restricted Stock Units	<u>(1)</u>	12/09/2018		M	6,025	<u>(4)</u> <u>(4)</u>	Common Stock	6,025
Restricted Stock Units	<u>(1)</u>	12/09/2018		M	6,996	<u>(5)</u> <u>(5)</u>	Common Stock	6,996
Restricted Stock Units	<u>(1)</u>	12/09/2018		M	1,632	<u>(6)</u> <u>(6)</u>	Common Stock	1,632
Restricted Stock Units	<u>(1)</u>	12/09/2018		M	3,929	<u>(7)</u> <u>(7)</u>	Common Stock	3,929
Restricted Stock Units	<u>(1)</u>	12/09/2018		M	3,502	<u>(8)</u> <u>(8)</u>	Common Stock	3,502
Restricted Stock Units	<u>(1)</u>	12/09/2018		M	806	<u>(3)</u> <u>(3)</u>	Common Stock	806
Restricted Stock Units	<u>(1)</u>	12/09/2018		M	233	<u>(5)</u> <u>(5)</u>	Common Stock	233
Restricted Stock Units	<u>(1)</u>	12/09/2018		M	121	<u>(7)</u> <u>(7)</u>	Common Stock	121

Restricted Stock Units	(1)	12/09/2018	M	87	(8)	(8)	Common Stock	87
Restricted Stock Units	(1)	12/09/2018	M	501	(9)	(9)	Common Stock	501

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marcelo Sheila Lirio C/O CARE.COM, INC. 77 FOURTH AVENUE, 5TH FLOOR WALTHAM, MA 02451	X		President and CEO	

Signatures

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

Marcelo

12/11/2018

__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) These shares are held by The Sheila L. Marcelo 2012 Five-Year Grantor Retained Annuity Trust, of which Reporting Person is the trustee.
- (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. These restricted units have no expiration date.
- (4) The restricted stock units will vest as to 25% of the original number of restricted stock units on March 9, 2016 and as to an additional 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, 2019. These restricted units have no expiration date.
- (5) 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. These restricted units have no expiration date.
- (6) 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.
- (7) The restricted stock units will vest in sixteen equal installments beginning on June 9, 2017. The restricted stock units have no expiration date.
- (8) The restricted stock units will vest in sixteen equal quarterly installments beginning on June 9, 2018. The restricted stock units have no expiration date.
- (9) The restricted stock units will vest as to 25% of the original grant on September 9, 2018. The balance of the grant will vest in twelve equal quarterly installments beginning on December 9, 2018.
- (10) These shares were sold to cover tax withholding obligations created by the vesting of Reporting Person's restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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