

Robertson I. Duncan
 Form 4
 March 11, 2019

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 *
 Robertson I. Duncan

(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)
 03/09/2019

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, \$0.001 par value | 03/09/2019 | | M | | 400 A <u>1</u> 23,342 | D | |
| Common Stock, \$0.001 par value | 03/09/2019 | | M | | 700 A <u>1</u> 24,042 | D | |
| Common Stock, \$0.001 par value | 03/09/2019 | | M | | 453 A <u>1</u> 24,495 | D | |

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Common Stock, \$0.001 par value 03/09/2019 M 2,100 A (1) 26,595 D

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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | <u>(1)</u> | 03/09/2019 | | M | 400 | <u>(2)</u> <u>(2)</u> | Common Stock 400 | \$ |
| Restricted Stock Units | <u>(1)</u> | 03/09/2019 | | M | 700 | <u>(3)</u> <u>(3)</u> | Common Stock 700 | \$ |
| Restricted Stock Units | <u>(1)</u> | 03/09/2019 | | M | 453 | <u>(4)</u> <u>(4)</u> | Common Stock 453 | \$ |
| Restricted Stock Units | <u>(1)</u> | 03/09/2019 | | M | 2,100 | <u>(5)</u> <u>(5)</u> | Common Stock 2,100 | \$ |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

WALTHAM, MA 02451

Signatures

/s/ Diane Musi, as Attorney-in-Fact for I. Duncan
Robertson

03/11/2019

__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.

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

(2) 6.25% of the original number of restricted stock units at the end of each successive three month period from June 9, 2016 until March 9, 2019. The restricted units have no expiration date.

The restricted stock units will vest as to 25% of the original number of restricted stock units on March 9, 2017 and as to an additional

(3) 6.25% of the original number of restricted stock units at the end of each successive three month period from June 9, 2017 until March 9, 2020. The restricted units have no expiration date.

The restricted stock units will vest as to 25% of the original number of restricted stock units on March 9, 2018 and as to an additional

(4) 6.25% of the original number of restricted stock units at the end of each successive three month period from June 9, 2018 until March 9, 2021. The restricted units have no expiration date.

The restricted stock units will vest as to 25% of the original number of restricted stock units on March 9, 2019 and as to an additional

(5) 6.25% of the original number of restricted stock units at the end of each successive three month period from June 9, 2019 until March 9, 2022. The restricted units have no expiration date.

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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