

Musi Diane  
Form 4  
March 11, 2019

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Musi Diane

(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)  
03/07/2019

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)  
General Counsel and Secretary

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		2,413	A	Ⓛ 29,278
Common Stock, \$0.001 par value	03/09/2019		M		2,798	A	Ⓛ 32,076
Common Stock, \$0.001 par value	03/09/2019		M		136	A	Ⓛ 32,212

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Common Stock, \$0.001 par value	03/09/2019	M	907	A	(1)	33,119	D
Common Stock, \$0.001 par value	03/09/2019	M	876	A	(1)	33,995	D
Common Stock, \$0.001 par value	03/09/2019	M	3,562	A	(1)	37,557	D
Common Stock, \$0.001 par value	03/09/2019	M	3,101	A	(1)	40,658	D

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	03/07/2019		A	6,202	(2)	(2)	Common Stock	6,202
Restricted Stock Units	(1)	03/09/2019		M	2,413	(3)	(3)	Common Stock	2,413
Restricted Stock Units	(1)	03/09/2019		M	2,798	(4)	(4)	Common Stock	2,798
	(1)	03/09/2019		M	136	(5)	(5)		136

Restricted Stock Units							Common Stock	
Restricted Stock Units	(1)	03/09/2019	M	907	(6)	(6)	Common Stock	907
Restricted Stock Units	(1)	03/09/2019	M	876	(7)	(7)	Common Stock	876
Restricted Stock Units	(1)	03/09/2019	M	3,562	(8)	(8)	Common Stock	3,562
Restricted Stock Units	(1)	03/09/2019	M	3,101	(2)	(2)	Common Stock	3,101

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Musi Diane C/O CARE.COM, INC. 77 FOURTH AVENUE, 5TH FLOOR WALTHAM, MA 02451			General Counsel and Secretary	

## Signatures

/s/ Diane Musi                      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 vest as to 50% of the original number of restricted stock units on March 9, 2019 and as to an additional 12.5% of the original number of restricted stock units at the end of each successive three month period beginning on June 9, 2019 until March 9, 2020. The restricted stock units have no expiration date.
- (2) 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. The restricted stock units have no expiration date.
- (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, 2016 until March 9, 2020. The restricted stock units have no expiration date.
- (4) 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.
- (5) The restricted stock units will vest in sixteen equal installments beginning on June 9, 2017. The restricted stock units have no expiration date.
- (6)

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(7) The restricted stock units will vest in sixteen equal installments beginning on June 9, 2018. The restricted stock units have no expiration date.

The restricted stock units will vest as to one-third of the original grant on February 26, 2018. The balance of the grant will vest in four  
(8) equal semi-annual installments on each September 9 and March 9 thereafter, until fully-vested on March 9, 2020. The restricted stock 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. 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.