

Echenberg Michael
Form 4
March 11, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Echenberg Michael

(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)
03/09/2018

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)

Chief Financial Officer

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 | | 7,825 A <u>1</u> 39,255 | D | |
| Common Stock, \$0.001 par value | 03/09/2019 | | M | | 2,332 A <u>1</u> 41,587 | D | |
| Common Stock, \$0.001 par value | 03/09/2019 | | M | | 544 A <u>1</u> 42,131 | D | |

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| | | | | | | | |
|---------------------------------|------------|---|-------|---|-----|--------|---|
| Common Stock, \$0.001 par value | 03/09/2019 | M | 1,285 | A | (1) | 43,416 | D |
| Common Stock, \$0.001 par value | 03/09/2019 | M | 5,343 | A | (1) | 48,759 | D |
| Common Stock, \$0.001 par value | 03/09/2019 | M | 1,313 | A | (1) | 50,072 | D |
| Common Stock, \$0.001 par value | 03/09/2019 | M | 4,229 | A | (1) | 54,301 | D |

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

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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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (1) | 03/07/2019 | | A | 8,457 | (8) (8) | Common Stock | 8,457 |
| Restricted Stock Units | (1) | 03/09/2019 | | M | 7,825 | (2) (2) | Common Stock | 7,825 |
| Restricted Stock Units | (1) | 03/09/2019 | | M | 2,332 | (4) (4) | Common Stock | 2,332 |
| | (1) | 03/09/2019 | | M | 544 | (5) (5) | | 544 |

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

- 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% (8) of the original number of restricted stock units at the end of each successive three month period beginning on June 9, 2019. 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.

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