

Carbonite Inc
Form SC 13G/A
February 11, 2014

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

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b),
(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2**

(Amendment No. 1)*

Carbonite, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

141337 10 5

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of This Statement)

Edgar Filing: Carbonite Inc - Form SC 13G/A

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

Institutional Venture Partners XIII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,000,000 shares (2)

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON 0 shares

8 SHARED DISPOSITIVE POWER

WITH

1,000,000 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,000,000 shares (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.9% (3)

12 TYPE OF REPORTING PERSON*

PN

- (1) This Amendment No. 1 to the Schedule 13G is filed by Institutional Venture Partners XIII, L.P. (IVP XIII), Institutional Venture Management XIII, LLC (IVM XIII), Todd C. Chaffee (Chaffee), Norman A. Fogelsong (Fogelsong), Stephen J. Harrick (Harrick), J. Sanford Miller (Miller) and Dennis B. Phelps (Phelps together with IVP XIII, IVM XIII, Chaffee, Fogelsong, Harrick and Miller, collectively, the Reporting Persons). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XIII. IVM XIII serves as the sole general partner of IVP XIII and has sole voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.
- (3) This percentage set forth on the cover sheets are calculated based on 26,446,809 shares of the Common Stock outstanding as of November 1, 2013, as disclosed in the Issuer's Form 10-Q for the period ended September 30, 2013, as filed with the Securities and Exchange Commission (the Commission) on November 5, 2013.

1 NAMES OF REPORTING PERSONS

Institutional Venture Management XIII, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

1,000,000 shares (2)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

8 SHARED DISPOSITIVE POWER

WITH

1,000,000 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,000,000 shares (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.9% (3)

12 TYPE OF REPORTING PERSON*

OO

- (1) This Amendment No. 1 to the Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XIII. IVM XIII serves as the sole general partner of IVP XIII and has sole voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelson, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.
- (3) This percentage set forth on the cover sheets are calculated based on 26,446,809 shares of the Common Stock outstanding as of November 1, 2013, as disclosed in the Issuer's Form 10-Q for the period ended September 30, 2013, as filed with the Commission on November 5, 2013.

1 NAMES OF REPORTING PERSONS

Todd C. Chaffee

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,000,000 shares (2)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares

8 SHARED DISPOSITIVE POWER

WITH

1,000,000 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,000,000 shares (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.9% (3)

12 TYPE OF REPORTING PERSON*

IN

- (1) This Amendment No. 1 to the Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XIII. IVM XIII serves as the sole general partner of IVP XIII and has sole voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.
- (3) This percentage set forth on the cover sheets are calculated based on 26,446,809 shares of the Common Stock outstanding as of November 1, 2013, as disclosed in the Issuer's Form 10-Q for the period ended September 30, 2013, as filed with the Commission on November 5, 2013.

1 NAMES OF REPORTING PERSONS

Norman A. Fogelsong

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

1,000,000 shares (2)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

8 SHARED DISPOSITIVE POWER

WITH

1,000,000 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,000,000 shares (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.9% (3)

12 TYPE OF REPORTING PERSON*

IN

- (1) This Amendment No. 1 to the Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XIII. IVM XIII serves as the sole general partner of IVP XIII and has sole voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelson, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.
- (3) This percentage set forth on the cover sheets are calculated based on 26,446,809 shares of the Common Stock outstanding as of November 1, 2013, as disclosed in the Issuer's Form 10-Q for the period ended September 30, 2013, as filed with the Commission on November 5, 2013.

1 NAMES OF REPORTING PERSONS

Stephen J. Harrick

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,000,000 shares (2)

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON 0 shares

8 SHARED DISPOSITIVE POWER

WITH

1,000,000 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,000,000 shares (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.9% (3)

12 TYPE OF REPORTING PERSON*

IN

- (1) This Amendment No. 1 to the Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XIII. IVM XIII serves as the sole general partner of IVP XIII and has sole voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelson, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.
- (3) This percentage set forth on the cover sheets are calculated based on 26,446,809 shares of the Common Stock outstanding as of November 1, 2013, as disclosed in the Issuer's Form 10-Q for the period ended September 30, 2013, as filed with the Commission on November 5, 2013.

CUSIP NO. 141337 10 5

13 G

Page 7 of 12 Pages

1 NAMES OF REPORTING PERSONS

J. Sanford Miller

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

3 (a) (b) (1)
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

6 SHARES 0 shares
SHARED VOTING POWER

BENEFICIALLY

7 OWNED BY 1,000,000 shares (2)
EACH SOLE DISPOSITIVE POWER

REPORTING

8 PERSON 0 shares
SHARED DISPOSITIVE POWER

WITH

9 1,000,000 shares (2)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON10 1,000,000 shares (2)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.9% (3)

12 TYPE OF REPORTING PERSON*

IN

- (1) This Amendment No. 1 to the Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XIII. IVM XIII serves as the sole general partner of IVP XIII and has sole voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelson, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.
- (3) This percentage set forth on the cover sheets are calculated based on 26,446,809 shares of the Common Stock outstanding as of November 1, 2013, as disclosed in the Issuer's Form 10-Q for the period ended September 30, 2013, as filed with the Commission on November 5, 2013.

CUSIP NO. 141337 10 5

13 G

Page 8 of 12 Pages

1 NAMES OF REPORTING PERSONS

Dennis B. Phelps

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

3 (a) (b) (1)
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

6 SHARES 0 shares
SHARED VOTING POWER

BENEFICIALLY

7 OWNED BY 1,000,000 shares (2)
EACH SOLE DISPOSITIVE POWER

REPORTING

8 PERSON 0 shares
SHARED DISPOSITIVE POWER

WITH

9 1,000,000 shares (2)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON10 1,000,000 shares (2)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.9% (3)

12 TYPE OF REPORTING PERSON*

IN

- (1) This Amendment No. 1 to the Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XIII. IVM XIII serves as the sole general partner of IVP XIII and has sole voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelson, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.
- (3) This percentage set forth on the cover sheets are calculated based on 26,446,809 shares of the Common Stock outstanding as of November 1, 2013, as disclosed in the Issuer's Form 10-Q for the period ended September 30, 2013, as filed with the Commission on November 5, 2013.

Introductory Note: This statement on Schedule 13G is filed by the Reporting Persons with the Commission in respect of shares of Common Stock, par value \$0.01 per share (Common Stock), of Carbonite, Inc., a Delaware corporation (the Issuer).

Item 1

(a) Name of Issuer: Carbonite, Inc.
(b) Address of Issuer s
Principal Executive Offices: 177 Huntington Avenue

Boston, Massachusetts
02115

Item 2

(a) Name of Reporting Persons Filing:

1. Institutional Venture Partners XIII L.P. (IVP XIII)
2. Institutional Venture Management XIII LLC (IVM XIII)
3. Todd C. Chaffee (Chaffee)
4. Norman A. Fogelson (Fogelson)
5. Stephen J. Harrick (Harrick)
6. J. Sanford Miller (Miller)
7. Dennis B. Phelps (Phelps)

(b) Address of Principal Business Office: c/o Institutional Venture Partners

3000 Sand Hill Road, Building 2, Suite 250

Menlo Park, California 94025

(c) Citizenship:

IVP XIII	Delaware
IVM XIII	Delaware
Chaffee	United States of America
Fogelson	United States of America
Harrick	United States of America
Miller	United States of America
Phelps	United States of America

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 141337 10 5

Item 3 Not applicable.

Item 4 Ownership.

The following information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2013:

Reporting Persons	Shares Held Directly (1)	Sole Voting Power	Shared Voting Power (1)	Sole Dispositive Power	Shared Dispositive Power (1)	Beneficial Ownership (1)	Percentage of Class (1, 3)
IVP XIII	1,000,000	0	1,000,000	0	1,000,000	1,000,000	3.9%
IVM XIII (2)	0	0	1,000,000	0	1,000,000	1,000,000	3.9%
Chaffee (2)	0	0	1,000,000	0	1,000,000	1,000,000	3.9%
Fogelsong (2)	0	0	1,000,000	0	1,000,000	1,000,000	3.9%
Harrick (2)	0	0	1,000,000	0	1,000,000	1,000,000	3.9%
Miller (2)	0	0	1,000,000	0	1,000,000	1,000,000	3.9%
Phelps (2)	0	0	1,000,000	0	1,000,000	1,000,000	3.9%

- (1) Represents the number of shares of Common Stock held by IVP XIII.
- (2) IVM XIII serves as the sole general partner of IVP XIII and has sole voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.
- (3) This percentage is based on 26,446,809 shares of the Common Stock outstanding as of November 1, 2013, as disclosed in the Issuer's Form 10-Q for the period ended September 30, 2013, as filed with the Commission on November 5, 2013.

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof, the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8 Identification and Classification of Members of the Group.

Not applicable.

Item 9 Notice of Dissolution of Group.

Not applicable.

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in the attached statement on Schedule 13G is true, complete and correct.

Dated: February 11, 2014

INSTITUTIONAL VENTURE PARTNERS XIII L.P.

By: Institutional Venture Management XIII
LLC
Its: General Partner

By: /s/ Melanie Chladek
Melanie Chladek, Attorney-in-Fact

INSTITUTIONAL VENTURE
MANAGEMENT XIII LLC

By: /s/ Melanie Chladek
Melanie Chladek, Attorney-in-Fact

/s/ Melanie Chladek
Melanie Chladek, Attorney-in-Fact for Todd
C. Chaffee

/s/ Melanie Chladek
Melanie Chladek, Attorney-in-Fact for
Norman A. Fogelsong

/s/ Melanie Chladek
Melanie Chladek, Attorney-in-Fact for Stephen
J. Harrick

/s/ Melanie Chladek
Melanie Chladek, Attorney-in-Fact for J.
Sanford Miller

/s/ Melanie Chladek
Melanie Chladek, Attorney-in-Fact for Dennis
B. Phelps

Exhibit(s):

A: Joint Filing Statement