Care.com Inc Form 4 June 30, 2016

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * MATRIX PARTNERS VII LP ET AL

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

Care.com Inc [CRCM]

(Check all applicable)

MATRIX PARTNERS, 101 MAIN

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year)

Director X 10% Owner Other (specify Officer (give title below)

STREET, 17TH FLOOR

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

06/29/2016

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

CAMBRIDGE, MA 02142

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Sec	curities Acq	uired, Disposed of	or Beneficial	ly 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 our Disposed of (Instr. 3, 4 and Amount	of (D)	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)
Common Stock, \$0.001 par value	06/29/2016		S <u>(1)</u>	3,684,645 (1)	\$ 8.25 (1)	5 1,231,560	Ι	See Footnote

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						,
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
MATRIX PARTNERS VII LP ET AL MATRIX PARTNERS 101 MAIN STREET, 17TH FLOOR CAMBRIDGE, MA 02142		X			
Rodriguez Antonio L. MATRIX PARTNERS 101 MAIN STREET, 17TH FLOOR CAMBRIDGE, MA 02142		X			

Signatures

/s/ Antonio Rodriguez, Mar Partner	naging Member of Matrix VII Management Co. L.L.C its General	06/29/2016
	**Signature of Reporting Person	Date
/s/ Antonio Rodriguez		06/29/2016
	**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) This transaction occurred pursuant to a Stock Repurchase Agreement, by and among the Reporting Person and the Issuer, which authorizes a repurchase of 3,684,645 shares of the Reporting Person for \$8.25 per share.
- All shares are held by Matrix Partners VII, L.P. ("Matrix Partners VII"). Matrix VII Management Co. L.L.C. is the General Partner of the aforementioned entity and disclaims beneficial ownership of the shares owned by Matrix Partners VII except to the proportionate pecuniary interest therein. Mr. Rodriguez is a managing member of Matrix VII Management Co. L.L.C. and disclaims beneficial ownership of the shares owned by Matrix Partners VII except to the extent of any proportionate pecuniary interest therein.

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.

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