Care.com Inc
Form 3
July 11, 2016

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Google Capital 2016, L.P.
(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY
(Street)

MOUNTAIN VIEW,Â CAÂ 94043
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
06/29/2016

3. Issuer Name **and** Ticker or Trading Symbol
Care.com Inc [CRCM]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

(Instr. 5)

Convertible Preferred Stock, Series A	Â (1)	Â (1)	Common Stock	4,414,286	$ 10.5 (1)	I	See Footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Google Capital 2016, L.P. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW,Â CAÂ 94043	Â	Â X	Â	Â
Google Capital 2016 GP, L.L.C. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW,Â CAÂ 94043	Â	Â X	Â	Â
GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW,Â CAÂ 94043	Â	Â X	Â	Â
Alphabet Inc. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW,Â CAÂ 94043	Â	Â X	Â	Â

Signatures

Google Capital 2016, L.P., by Google Capital 2016 GP, L.L.C., its General Partner, by: /s/ Jeremiah Gordon, Name: Jeremiah Gordon, Title: General Counsel and Secretary	07/11/2016
**Signature of Reporting Person	Date
Google Capital 2016 GP, L.L.C., by: /s/ Jeremiah Gordon, Name: Jeremiah Gordon, Title: General Counsel and Secretary	07/11/2016
**Signature of Reporting Person	Date
Google Inc., by: /s/ Christine Flores, Name: Christine Flores, Title: Assistant Secretary	07/11/2016
**Signature of Reporting Person	Date
Alphabet Inc., by: /s/ Christine Flores, Name: Christine Flores, Title: Assistant Secretary	07/11/2016
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) The Convertible Preferred Stock, Series A, par value $0.001 per share (the "Convertible Preferred Stock"), is convertible at any time and has no expiration date. Care.com, Inc. may mandatorily convert the Convertible Preferred Stock into Common Stock (i) at any time after the seventh anniversary of June 29, 2016 (the "Closing Date"), and (ii) between the fifth anniversary and the seventh anniversary of the Closing Date, if certain conditions are met.

(2) Google Capital 2016, L.P. directly holds shares of the Convertible Preferred Stock. Google Capital 2016 GP, L.L.C., the general partner of Google Capital 2016, L.P., Google Inc., the managing member of Google Capital 2016 GP, L.L.C., and Alphabet Inc., the sole stockholder of Google Inc., may each be deemed to have sole power to vote and dispose of these shares. Each of Google Capital 2016 GP, L.L.C., Google Inc., and Alphabet Inc. disclaims beneficial ownership of the Convertible Preferred Stock, except to the extent of any 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.

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