

Carbonite Inc
Form 4
September 04, 2013

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 *
MV Management X, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
Carbonite Inc [CARB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3000 SAND HILL ROAD, BLDG. 4,
SUITE 100

3. Date of Earliest Transaction
(Month/Day/Year)
08/29/2013

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

(Street)

4. 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

MENLO PARK, CA 94025

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 08/29/2013 | | S | 487,328 D \$ 14.25 | 6,162,938 | I | By Menlo Ventures X, L.P. (2) (3) |
| Common Stock | 08/29/2013 | | S | 4,143 D \$ 14.25 | 52,385 | I | By Menlo Entrepreneurs Fund X, L.P. (4) |
| Common Stock | 08/29/2013 | | S | 8,529 D \$ 14.25 | 107,855 | I | By MMEF X, L.P. (5) |
| Common Stock | 08/29/2013 | | J(1) | 1,461,988 D (1) | 4,700,950 | I (1) | By Menlo Ventures X, |

| Common Stock | 08/29/2013 | | J ⁽¹⁾ | 12,427 | D | (1) | 39,958 | I ⁽¹⁾ | L.P. ⁽²⁾ ⁽³⁾ By Menlo Entrepreneurs Fund X, L.P. ⁽⁴⁾ |
|--------------|------------|--|------------------|--------|---|-----|--------|------------------|---|
| Common Stock | 08/29/2013 | | J ⁽¹⁾ | 25,585 | D | (1) | 82,270 | I ⁽¹⁾ | By MMEF X, L.P. ⁽⁵⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MV Management X, L.L.C. 3000 SAND HILL ROAD, BLDG. 4, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| Menlo Ventures X L P 3000 SAND HILL ROAD, BLDG. 4, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| MENLO ENTREPRENEURS FUND X LP 3000 SAND HILL ROAD, BLDG. 4, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| | | | X | |

MMEF X LP
 3000 SAND HILL ROAD, BLDG. 4, SUITE 100
 MENLO PARK, CA 94025

Signatures

| | |
|---|------------|
| MV Management X, L.L.C., /s/ Pravin A. Vazirani, Managing Member | 09/03/2013 |
| **Signature of Reporting Person | Date |
| Menlo Ventures X, L.P., By: MV Management X, L.L.C., its General Partner, /s/ Pravin A. Vazirani, Managing Member | 09/03/2013 |
| **Signature of Reporting Person | Date |
| Menlo Entrepreneurs Fund X, L.P., By: MV Management X, L.L.C., its General Partner, /s/ Pravin A. Vazirani, Managing Member | 09/03/2013 |
| **Signature of Reporting Person | Date |
| MMEF X, L.P., By: MV Management X, L.L.C., its General Partner, /s/ Pravin A. Vazirani, Managing Member | 09/03/2013 |
| **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) Explanation of code (J): Pro rata in kind distribution without consideration by Menlo Ventures X, L.P., Menlo Entrepreneurs Fund X, L.P. and MMEF X, L.P. to all their partners, including MV Management X, L.L.C., which in turn distributed pro rata in kind without consideration the 15,000 shares it received to its members, which include Pravin A. Vazirani, a managing member of MV Management X, L.L.C and a director of the Issuer. Mr. Vazirani is reporting on a separate form and is not part of this joint filing.

(2) These shares are owned directly by Menlo Ventures X, L.P. ("Menlo X"), of which MV Management X, L.L.C. ("MVM-X") is the sole general partner and exercises voting and investment power over these shares. The managing members of MVM-X are Shawn T. Carolan, H.D. Montgomery, Douglas C. Carlisle, John W. Jarve, Sonja H. Perkins, Mark A. Siegel, and Pravin A. Vazirani. The reporting person and its managing members disclaim beneficial ownership of these securities, except to the extent of their respective proportionate pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.(Continued in footnote 3)

(3) Pravin A. Vazirani is a director of Issuer. Menlo X, Menlo Entrepreneurs Fund X, L.P. and MMEF X, L.P. may be deemed to be a member of a Section 13(d) "group." Menlo Entrepreneurs Fund X, L.P. and MMEF X, L.P. disclose the existence of such group and disclaim beneficial ownership of any shares held by Menlo X.

(4) These shares are owned directly by Menlo Entrepreneurs Fund X, L.P., of which MVM-X is the sole general partner and exercises voting and investment power over these shares. The managing members of MVM-X are Shawn T. Carolan, H.D. Montgomery, Douglas C. Carlisle, John W. Jarve, Sonja H. Perkins, Mark A. Siegel, and Pravin A. Vazirani. The reporting person and its managing members disclaim beneficial ownership of these securities, except to the extent of their respective proportionate pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose. Pravin A. Vazirani is a director of Issuer. Menlo X, Menlo Entrepreneurs Fund X, L.P. and MMEF X, L.P. may be deemed to be a member of a Section 13(d) "group." Menlo X and MMEF X, L.P. disclose the existence of such group and disclaim beneficial ownership of any shares held by Menlo Entrepreneurs Fund X, L.P.

(5) Theses shares are owned directly by MMEF X, L.P., of which MVM-X is the sole general partner and exercises voting and investment power over these shares. The managing members of MVM-X are Shawn T. Carolan, H.D. Montgomery, Douglas C. Carlisle, John W. Jarve, Sonja H. Perkins, Mark A. Siegel, and Pravin A. Vazirani. The reporting person and its managing members disclaim beneficial ownership of these securities, except to the extent of their respective proportionate pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose. Pravin A. Vazirani is a director of Issuer. Menlo X, Menlo Entrepreneurs Fund X, L.P. and MMEF X, L.P. may be deemed to be a member of a Section 13(d) "group." Menlo X and Menlo Entrepreneurs Fund X, L.P. disclose the existence of such group and disclaim beneficial ownership of any shares held by MMEF X, L.P.

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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