

Krupinski David
Form 4
March 13, 2018

FORM 4

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

OMB APPROVAL

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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 *
Krupinski David

(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 Technology 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	03/09/2018		M		4,019 A <u>1</u> 188,745	D	
Common Stock, \$0.001 par value	03/09/2018		M		2,332 A <u>1</u> 191,077	D	
Common Stock, \$0.001 par value	03/09/2018		M		544 A <u>1</u> 191,621	D	

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

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(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)	
					V	(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units	(1)	03/09/2018		M		4,019		(2)	(2)	Common Stock	4,019
Restricted Stock Units	(1)	03/09/2018		M		2,332		(3)	(3)	Common Stock	2,332
Restricted Stock Units	(1)	03/09/2018		M		544		(4)	(4)	Common Stock	544
Restricted Stock Units	(1)	03/09/2018		A	14,005			(5)	(5)	Common Stock	14,005
Restricted Stock Units	(1)	03/09/2018		A	12,605			(6)	(6)	Common Stock	12,605
Restricted Stock Units	(1)	03/09/2018		A	27,173			(7)	03/08/2023	Common Stock	27,173
Restricted Stock Units	(1)	03/09/2018		A	29,166			(8)	03/08/2023	Common Stock	29,166

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Krupinski David C/O CARE.COM, INC.			Chief Technology	

77 FOURTH AVENUE, 5TH FLOOR
WALTHAM, MA 02451

Officer

Signatures

/s/ Diane Musi, as Attorney-in-Fact for David
Krupinski

03/13/2018

__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) Each restricted stock unit represents a contingent right to receive one share of Issuer common stock.
- (2) The restricted stock units will vest as to 6.25% of the original number of restricted stock units at the end of each successive three month period from March 9, 2015 until March 9, 2019. The restricted units have no expiration date.
- (3) The restricted stock units will vest as to 6.25% of the original number of restricted stock units at the end of each successive three month period from March 9, 2016 until March 9, 2020. The restricted units have no expiration date.
- (4) The restricted stock units will vest as to 25% of the original grant on March 9, 2017. The balance of the grant will vest in twelve equal quarterly installments beginning on June 9, 2017. The restricted stock units have no expiration date.
- (5) The restricted stock units will vest in sixteen equal quarterly installments beginning on June 9, 2018. The restricted stock units have no expiration date.
- (6) The restricted stock units will vest as to 50% of the original grant on March 9, 2019. The balance of the grant will vest in four equal quarterly installments beginning on June 9, 2019. The restricted stock units have no expiration date.
- (7) The restricted stock units vest upon the Issuer's common stock achieving a 120-day volume-weighted average price of \$23.
- (8) The restricted stock units vest upon the Issuer's common stock achieving a 120-day volume-weighted average price of \$30.

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.