

Marcelo Sheila Lirio  
Form 4  
March 13, 2018

**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 \*  
Marcelo Sheila Lirio

(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)

President and CEO

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		16,069	A	11 962,982
Common Stock, \$0.001 par value	03/09/2018		M		6,025	A	11 969,007
Common Stock, \$0.001 par value	03/09/2018		M		6,997	A	11 976,004

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Common Stock, \$0.001 par value	03/09/2018	M	1,632	A	<u>(1)</u>	977,636	D	
Common Stock, \$0.001 par value	03/09/2018	M	3,929	A	<u>(1)</u>	981,565	D	
Common Stock, \$0.001 par value	03/09/2018	M	807	A	<u>(1)</u>	7,695	I	By Husband
Common Stock, \$0.001 par value	03/09/2018	M	234	A	<u>(1)</u>	7,929	I	By Husband
Common Stock, \$0.001 par value	03/09/2018	M	121	A	<u>(1)</u>	8,050	I	By Husband
Common Stock, \$0.001 par value						276,322	I	By GRAT <u>(2)</u>

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 Security (Instr. 3 and 4)	Amount of Underlying Security
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Am Nu Sha
Restricted Stock Units	<u>(1)</u>	03/09/2018		M		16,069	Common Stock	10
Restricted Stock	<u>(1)</u>	03/09/2018		M		6,025	Common Stock	6

Units

Restricted Stock Units	(1)	03/09/2018	M	6,997	(5)	(5)	Common Stock	6
Restricted Stock Units	(1)	03/09/2018	M	1,632	(6)	(6)	Common Stock	1
Restricted Stock Unit	(1)	03/09/2018	M	3,929	(7)	(7)	Common Stock	3
Restricted Stock Units	(1)	03/09/2018	M	807	(3)	(3)	Common Stock	
Restricted Stock Units	(1)	03/09/2018	M	234	(5)	(5)	Common Stock	
Restricted Stock Units	(1)	03/09/2018	M	121	(7)	(7)	Common Stock	
Restricted Stock Units	(1)	03/09/2018	A	56,022	(8)	(8)	Common Stock	5
Restricted Stock Units	(1)	03/09/2018	A	116,666	(9)	03/08/2023	Common Stock	11

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marcelo Sheila Lirio C/O CARE.COM, INC. 77 FOURTH AVENUE, 5TH FLOOR WALTHAM, MA 02451	X		President and CEO	

## Signatures

/s/ Diane Musi, as Attorney-in-Fact for Sheila Lirio  
Marcelo

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)

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These shares are held by The Sheila L. Marcelo 2012 Five-Year Grantor Retained Annuity Trust, of which Reporting Person is the trustee.

- (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, 2015 until March 9, 2019. These restricted units have no expiration date.  
The restricted stock units will vest as to 25% of the original number of restricted stock units on March 9, 2016 and as to an additional
- (4) 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, 2019. These restricted units have no expiration date.
- (5) 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. These restricted units have no expiration date.
- (6) 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.
- (7) The restricted stock units will vest in sixteen equal installments beginning on June 9, 2017. The restricted stock units have no expiration date.
- (8) The restricted stock units will vest in sixteen equal quarterly installments beginning on June 9, 2018. The restricted stock units have no expiration date.
- (9) 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.

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