

Carbonite Inc  
Form 4  
January 17, 2017

**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 \*  
**SHEER DANIELLE**

(Last) (First) (Middle)

**C/O CARBONITE, INC., 2  
AVENUE DE LAFAYETTE**

(Street)

**BOSTON, MA 02111**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/13/2017**

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)  
**Vice President;General Counsel**

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 or Price		
Common Stock	01/13/2017		M		13,750 (1) \$ 10.17	A	D
Common Stock	01/13/2017		M		18,750 (1) \$ 9.62	A	D
Common Stock	01/13/2017		M		50,000 (1) \$ 9.02	A	D
Common Stock	01/13/2017		M		15,000 (1) \$ 10.26	A	D
Common Stock	01/13/2017		M		5,000 (1) \$ 10	A	D

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Common Stock	01/13/2017	S	102,500 <u>(1)</u>	D	\$ 17.5	93,967 <u>(2)</u>	D
Common Stock	01/13/2017	S	3,030 <u>(1)</u>	D	\$ 18	90,937 <u>(2)</u>	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.17	01/13/2017		M	13,750	05/25/2014 02/25/2024	Common Stock	13,750	
Stock Option (Right to Buy)	\$ 9.62	01/13/2017		M	18,750	04/30/2013 01/31/2023	Common Stock	18,750	
Stock Option (Right to Buy)	\$ 9.02	01/13/2017		M	50,000	10/27/2012 10/27/2022	Common Stock	50,000	
Stock Option (Right to Buy)	\$ 10.26	01/13/2017		M	15,000	04/24/2012 01/24/2022	Common Stock	15,000	
Stock Option (Right to Buy)	\$ 10	01/13/2017		M	5,000	10/20/2011 07/20/2021	Common Stock	5,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEER DANIELLE C/O CARBONITE, INC. 2 AVENUE DE LAFAYETTE BOSTON, MA 02111			Vice President;General Counsel	

## Signatures

/s/ Danielle  
Sheer  
01/17/2017

\*\*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) Represents shares automatically sold pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 21, 2016.
  - (2) Includes 90,937 shares of common stock subject to unvested restricted stock units.

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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