Care.com Inc
Form 4
December 30, 2016

# FORM 4

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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
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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 *
CapitalG LP

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/29/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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 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 | | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. De Se |
|---|---|---|---|---|---|---|---|---|

| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | (In |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Convertible Preferred Stock, Series A | $ 10.5 (1) | 12/29/2016 | J(2) | | 0 (2) | | (1) | (1) | Common Stock | 4,535,679 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| CapitalG LP<br>1600 AMPHITHEATRE PARKWAY<br>MOUNTAIN VIEW, CA 94043 | | X | | |
| CapitalG GP LLC<br>1600 AMPHITHEATRE PARKWAY<br>MOUNTAIN VIEW, CA 94043 | | X | | |
| GOOGLE INC.<br>1600 AMPHITHEATRE PARKWAY<br>MOUNTAIN VIEW, CA 94043 | | X | | |
| Alphabet Inc.<br>1600 AMPHITHEATRE PARKWAY<br>MOUNTAIN VIEW, CA 94043 | | X | | |

# Signatures

| | |
|---|---|
| CapitalG LP, by CapitalG GP LLC, its General Partner, by /s/ Jeremiah Gordon, General Counsel and Secretary | 12/29/2016 |
| **Signature of Reporting Person | Date |
| CapitalG GP LLC, by /s/ Jeremiah Gordon, General Counsel and Secretary | 12/29/2016 |
| **Signature of Reporting Person | Date |
| Google Inc., by /s/ Christine Flores, Assistant Secretary | 12/29/2016 |
| **Signature of Reporting Person | Date |
| Alphabet Inc., by /s/ Christine Flores, Assistant Secretary | 12/29/2016 |
| **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)** 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. The Issuer 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)** Holders of the Convertible Preferred Stock are entitled to cumulative dividends, whether or not declared by the Issuer's board of directors, at the rate of 5.50% per annum during the period from the Closing Date to the seventh anniversary of the Closing Date. Such dividends are payable semi-annually in arrears on June 29 and December 29 of each year, by increasing the liquidation preference of each share of Convertible Preferred Stock. Accordingly, the liquidation preference of each share of Convertible Preferred Stock increased on December 29, 2016, such that the number of shares of Convertible Preferred Stock held directly by CapitalG LP remained the same, but are now convertible into 4,535,679 shares of Common Stock.

**(3)** CapitalG LP directly holds shares of the Convertible Preferred Stock. CapitalG GP LLC, the general partner of CapitalG LP, Google Inc., the managing member of CapitalG GP LLC, 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 CapitalG GP LLC, 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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