

Carbonite Inc
Form 4
November 13, 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 *
FRIEND DAVID

(Last) (First) (Middle)

C/O CARBONITE, INC., 177
HUNTINGTON AVENUE

(Street)

BOSTON, MA 02115

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2013

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)
CEO and President

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/12/2013		M		7,312 A \$ 2.64	914,452	D
Common Stock	11/12/2013		M		3,937 A \$ 2.64	918,389	D
Common Stock	11/12/2013		M		44,063 A \$ 9.62	962,452	D
Common Stock	11/12/2013		M		3,559 A \$ 10.26	966,011	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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 2.64	11/12/2013		M	7,312	<u>(1)</u> 11/14/2019	Common Stock	7,312
Stock Option (right to buy)	\$ 2.64	11/12/2013		M	3,937	<u>(2)</u> 11/14/2019	Common Stock	3,937
Stock Option (right to buy)	\$ 9.62	11/12/2013		M	44,063	<u>(3)</u> 01/31/2023	Common Stock	44,063
Stock Option (right to buy)	\$ 10.26	11/12/2013		M	3,559	<u>(4)</u> 01/24/2022	Common Stock	3,559

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIEND DAVID C/O CARBONITE, INC. 177 HUNTINGTON AVENUE BOSTON, MA 02115	X		CEO and President	

Signatures

/s/ Danielle Sheer, by power of
attorney

11/13/2013

__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) This option will become exercisable as to the remaining underlying shares of common stock on November 14, 2013.
 - (2) This option will become exercisable as to the remaining underlying shares of common stock in 5 equal quarterly installments beginning on November 14, 2013
 - (3) This option will become exercisable as to the remaining underlying shares of common stock in 13 equal quarterly installments beginning on January 30, 2014.

This option is currently exercisable for 99,254 shares of common stock, after giving effect to the transactions reported on this Form 4.
 - (4) This option will become exercisable as to the remaining underlying shares of common stock in 9 equal quarterly installments beginning on January 24, 2014.

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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