

MMEF X LP
Form 4
August 17, 2011

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 *
MV Management X, L.L.C.

(Last) (First) (Middle)
3000 SAND HILL
ROAD, BUILDING 4, SUITE 100
(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2011

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)
Affiliate of Director

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 | 08/16/2011 | | C | | 5,728,050 | A | Ⓐ 5,744,570 | I ⁽²⁾ ⁽³⁾ Menlo Ventures X, L.P. ⁽²⁾ ⁽³⁾ |
| Common Stock | 08/16/2011 | | C | | 100,245 | A | Ⓐ 100,535 | I ⁽⁴⁾ MMEF X, L.P. ⁽⁴⁾ |
| Common Stock | 08/16/2011 | | C | | 48,690 | A | Ⓐ 48,830 | I ⁽⁵⁾ Menlo Entrepreneurs Fund X, L.P. ⁽⁵⁾ |
| Common Stock | 08/16/2011 | | P | | 779,728 | A | \$ 10 6,524,298 | I ⁽²⁾ ⁽³⁾ Menlo Ventures X, |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-------|---------|------------------|--|
| Common Stock | 08/16/2011 | P | 13,644 | A | \$ 10 | 114,179 | I ⁽⁴⁾ | L.P. ⁽²⁾ ⁽³⁾ MMEF X, L.P. ⁽⁴⁾ |
| Common Stock | 08/16/2011 | P | 6,628 | A | \$ 10 | 55,458 | I ⁽⁵⁾ | Menlo Entrepreneurs Fund X, L.P. ⁽⁵⁾ |

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.

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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 | |
| Series A-1 Preferred Stock | <u>(1)</u> | 08/16/2011 | | C | | 105,957 | <u>(1)</u> | <u>(1)</u> | Common Stock 317,871 |
| Series A-1 Preferred Stock | <u>(1)</u> | 08/16/2011 | | C | | 1,854 | <u>(1)</u> | <u>(1)</u> | Common Stock 5,562 |
| Series A-1 Preferred Stock | <u>(1)</u> | 08/16/2011 | | C | | 901 | <u>(1)</u> | <u>(1)</u> | Common Stock 2,703 |
| Series A-2 Preferred Stock | <u>(1)</u> | 08/16/2011 | | C | | 282,061 | <u>(1)</u> | <u>(1)</u> | Common Stock 846,183 |
| Series A-2 Preferred Stock | <u>(1)</u> | 08/16/2011 | | C | | 4,937 | <u>(1)</u> | <u>(1)</u> | Common Stock 14,811 |

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| | | | | | | | | |
|----------------------------|------------|------------|---|---------|------------|------------|--------------|-----------|
| Series A-2 Preferred Stock | <u>(1)</u> | 08/16/2011 | C | 2,397 | <u>(1)</u> | <u>(1)</u> | Common Stock | 7,191 |
| Series B Preferred Stock | <u>(1)</u> | 08/16/2011 | C | 958,842 | <u>(1)</u> | <u>(1)</u> | Common Stock | 2,876,526 |
| Series B Preferred Stock | <u>(1)</u> | 08/16/2011 | C | 16,781 | <u>(1)</u> | <u>(1)</u> | Common Stock | 50,343 |
| Series B Preferred Stock | <u>(1)</u> | 08/16/2011 | C | 8,150 | <u>(1)</u> | <u>(1)</u> | Common Stock | 24,450 |
| Series B-2 Preferred Stock | <u>(1)</u> | 08/16/2011 | C | 79,062 | <u>(1)</u> | <u>(1)</u> | Common Stock | 237,186 |
| Series B-2 Preferred Stock | <u>(1)</u> | 08/16/2011 | C | 1,384 | <u>(1)</u> | <u>(1)</u> | Common Stock | 4,152 |
| Series B-2 Preferred Stock | <u>(1)</u> | 08/16/2011 | C | 672 | <u>(1)</u> | <u>(1)</u> | Common Stock | 2,016 |
| Series C Preferred Stock | <u>(1)</u> | 08/16/2011 | C | 360,691 | <u>(1)</u> | <u>(1)</u> | Common Stock | 1,082,073 |
| Series C Preferred Stock | <u>(1)</u> | 08/16/2011 | C | 6,312 | <u>(1)</u> | <u>(1)</u> | Common Stock | 18,936 |
| Series C Preferred Stock | <u>(1)</u> | 08/16/2011 | C | 3,066 | <u>(1)</u> | <u>(1)</u> | Common Stock | 9,198 |
| Series D Preferred Stock | <u>(1)</u> | 08/16/2011 | C | 122,737 | <u>(1)</u> | <u>(1)</u> | Common Stock | 368,211 |
| Series D Preferred Stock | <u>(1)</u> | 08/16/2011 | C | 2,147 | <u>(1)</u> | <u>(1)</u> | Common Stock | 6,441 |
| Series D Preferred Stock | <u>(1)</u> | 08/16/2011 | C | 1,044 | <u>(1)</u> | <u>(1)</u> | Common Stock | 3,132 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| MV Management X, L.L.C. 3000 SAND HILL ROAD BUILDING 4, SUITE 100 MENLO PARK, CA 94025 | | X | | Affiliate of Director |
| MENLO ENTREPRENEURS FUND X LP 3000 SAND HILL ROAD BUILDING 4, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| Menlo Ventures X L P 3000 SAND HILL ROAD BUILDING 4, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| MMEF X LP 3000 SAND HILL ROAD BUILDING 4, SUITE 100 MENLO PARK, CA 94025 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Danielle Sheer, by power of attorney for MV Management X, L.L.C. | 08/17/2011 |
| __Signature of Reporting Person | Date |
| /s/ Danielle Sheer, by power of attorney for MV Management X, L.L.C., General Partner of Menlo Entrepreneurs Fund X, L.P. | 08/15/2011 |
| __Signature of Reporting Person | Date |
| /s/ Danielle Sheer, by power of attorney for MV Management X, L.L.C., General Partner of Menlo Ventures X, L.P. | 08/15/2011 |
| __Signature of Reporting Person | Date |
| /s/ Danielle Sheer, by power of attorney for MV Management X, L.L.C, General Partner of MMEF X, L.P. | 08/15/2011 |
| __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 share of the Issuer's Preferred Stock converted into Common Stock on a 1:3 basis upon the closing of the Issuer's initial public offering and had no expiration date.
 - (2) These shares are owned directly by Menlo Ventures X, L.P. ("Menlo X"), of which MV Management X, L.L.C. ("MVM-X") is the sole general partner and exercises voting and investment power over these shares. The managing members of MVM-X are H. DuBose Montgomery, John W. Jarve, Douglas C. Carlisle, Sonja H. Perkins, Mark A. Siegel, Pravin A. Vazirani, and Shawn T. Carolan. The reporting person and its managing members disclaim beneficial ownership of these securities, except to the extent of their respective

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proportionate pecuniary interest therein and this report shall not be deemed an admission that the reporting person or its managing members are the beneficial owner of such securities for Section 16 or any other purpose. Pravin A. Vazirani is a director of the Issuer. (Continued in footnote 2).

- (3) Menlo X, Menlo Entrepreneurs Fund X, L.P. ("Menlo Entrepreneurs"), and MMEF X, L.P. ("MMEF") may be deemed to be members of a Section 13(d) "group." Menlo Entrepreneurs and MMEF disclose the existence of such a group and disclaim beneficial ownership of any shares held by Menlo X.

- (4) These shares are owned directly by MMEF, of which MVM-X is the sole general partner and exercises voting and investment power over these shares. The managing members of MVM-X are H. DuBose Montgomery, John W. Jarve, Douglas C. Carlisle, Sonja H. Perkins, Mark A. Siegel, Pravin A. Vazirani, and Shawn T. Carolan. The reporting person and its managing members disclaim beneficial ownership of these securities, except to the extent of their respective proportionate pecuniary interest therein and this report shall not be deemed an admission that the reporting person or its managing members are the beneficial owner of such securities for Section 16 or any other purpose. Pravin A. Vazirani is a director of the Issuer. Menlo X, Menlo Entrepreneurs, and MMEF may be deemed to be members of a Section 13(d) "group." Menlo X and Menlo Entrepreneurs disclose the existence of such a group and disclaim beneficial ownership of any shares held by MMEF.

- (5) These shares are owned directly by Menlo Entrepreneurs, of which MVM-X is the sole general partner and exercises voting and investment power over these shares. The managing members of MVM-X are H. DuBose Montgomery, John W. Jarve, Douglas C. Carlisle, Sonja H. Perkins, Mark A. Siegel, Pravin A. Vazirani, and Shawn T. Carolan. The reporting person and its managing members disclaim beneficial ownership of these securities, except to the extent of their respective proportionate pecuniary interest therein and this report shall not be deemed an admission that the reporting person or its managing members are the beneficial owner of such securities for Section 16 or any other purpose. Pravin A. Vazirani is a director of the Issuer. Menlo X, Menlo Entrepreneurs, and MMEF may be deemed to be members of a Section 13(d) "group." Menlo X and MMEF disclose the existence of such a group and disclaim beneficial ownership of any shares held by Menlo Entrepreneurs.

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.