

KRASNOW TODD

Form 4

August 17, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KRASNOW TODD

(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)
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)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/16/2011		C		118,812	A	<u>11</u>	192,771	D	
Common Stock	08/16/2011		P		5,000	A	\$ 10	10,000	I <u>(2)</u>	By Trust <u>(2)</u>
Common Stock	08/16/2011		P		5,000	A	\$ 10	10,000	I <u>(3)</u>	By Trust <u>(3)</u>
Common Stock	08/16/2011		P		5,000	A	\$ 10	10,000	I <u>(4)</u>	By Trust <u>(4)</u>
Common Stock	08/16/2011		P		25,000	A	\$ 10	25,000	I <u>(5)</u>	By Trust <u>(5)</u>

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(1)	08/16/2011		C			5,707	(1)	(1)	Common Stock	17,1
Series A-2 Preferred Stock	(1)	08/16/2011		C			1,923	(1)	(1)	Common Stock	5,76
Series B Preferred Stock	(1)	08/16/2011		C			8,965	(1)	(1)	Common Stock	26,8
Series B-2 Preferred Stock	(1)	08/16/2011		C			20,464	(1)	(1)	Common Stock	61,3
Series D Preferred Stock	(1)	08/16/2011		C			2,545	(1)	(1)	Common Stock	7,63
Stock Option (right to buy)	\$ 10	08/16/2011		A			17,500	(6)	07/12/2021	Common Stock	17,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRASNOW TODD C/O CARBONITE, INC.	X			

177 HUNTINGTON AVENUE
BOSTON, MA 02115

Signatures

/s/ Danielle Sheer, by power of
attorney

08/17/2011

____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.

- These shares are owned by the Rachel L. Krasnow Trust for the benefit of the reporting person's daughter. The reporting person disclaims
(2) beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

- These shares are owned by the Charles S. Krasnow Trust for the benefit of the reporting person's son. The reporting person disclaims
(3) beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

- These shares are owned by the Eric J. Krasnow Trust for the benefit of the reporting person's son. The reporting person disclaims
(4) beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

- These shares are owned by the Todd and Deborah Krasnow Charitable Remainder Trust. The reporting person is trustee of the trust. The
(5) reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

- (6) This option becomes exercisable in 12 equal quarterly installments beginning on October 12, 2011.

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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