Carbonite Inc Form 4/A June 04, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Add LAMSON PE	ress of Reporting l	Symbol		5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (N		nite Inc [CARB] of Earliest Transaction	(Check all applicable)				
` ,	NITE, INC., 17	(Month/	/Day/Year)	Director 10% Owner Street (give title Other (specify below) SVP, Sales and Marketing				
	(Street)		nendment, Date Original Ionth/Day/Year) /2014	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
BOSTON, MA 02115				Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Tal	ble I - Non-Derivative Securities	Acquired, Disposed of, or Beneficially Owned				
	. Transaction Date Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8) (A) or					
Stock	05/27/2014		S 300 (1) D	.05 12,200 (2) D				

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LAMSON PETER C/O CARBONITE, INC. 177 HUNTINGTON AVENUE BOSTON, MA 02115

SVP, Sales and Marketing

Signatures

/s/ Danielle Sheer, by power of attorney

06/04/2014

**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 sold to satisfy tax withholding obligation on vesting of restricted stock units.
- Includes 11,719 shares of common stock subject to restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock. The restricted stock units vest in 15 equal quarterly installements beginning on August 25, 2014 and will be settled on each applicable vest date in shares of the issuer's common stock.

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.

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