

MMEF X LP
Form 4
May 29, 2012

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 *
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)
05/24/2012

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 | | | |
| Common Stock | 05/24/2012 | | P | | 97,466 | A | \$ 7.8046 (1) | 6,650,266 | I | By Menlo Ventures X, L.P. (2) |
| Common Stock | 05/24/2012 | | P | | 828 | A | \$ 7.8046 (1) | 56,528 | I | By Menlo Entrepreneurs Fund X, L.P. (3) |
| Common Stock | 05/24/2012 | | P | | 1,706 | A | \$ 7.8046 (1) | 116,384 | I | By MMEF X, L.P. (4) |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 | | |
| Menlo Ventures X L P 3000 SAND HILL RD BUILDING 4 SUITE 100 MENLO PARK, CA 94025 | | X | | |
| MENLO ENTREPRENEURS FUND X LP C/O MENLO VENTURES 3000 SAND HILL RD BLDG 4 STE 100 MENLO PARK, CA 94025 | | X | | |
| MMEF X LP C/O MENIO VENTURES 300 SAND HILL RD BLDG 4 STE 100 MENIO PARK, CA 94025 | | X | | |

Signatures

MV Management X, L.L.C. /s/ Pravin A. Vazirani, Managing Member

05/29/2012

Signature of Reporting Person

Date

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Menlo Ventures X, L.P. By: MV Management X, L.L.C., its General Partner /s/ Pravin A. Vazirani, Managing Member 05/29/2012

__Signature of Reporting Person

Date

Menlo Entrepreneurs Fund X, L.P. By: MV Management X, L.L.C., its General Partners /s/ Pravin A. Vazirani, Managing Member 05/29/2012

__Signature of Reporting Person

Date

MMEF X, L.P. By: MV Management X, L.L.C., its General Partners /s/ Pravin A. Vazirani, Managing Member 05/29/2012

__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) Price reflected is the weighted-average purchase price for shares purchased. The range of purchase prices for the transactions reported was \$7.77 to \$7.81 per share. The reporting persons undertake to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.

(2) These shares are owned directly by Menlo Ventures X, L.P. ("Menlo X"). MV Management X, L.L.C. ("MVM X") serves as the general partner of Menlo X and possesses sole voting and investment control over the shares owned by Menlo X and may be deemed to have indirect beneficial ownership of the shares held by Menlo X. MVM X however owns no securities of the Issuer directly. The Reporting Persons disclaim beneficial ownership of the shares reported herein, except to the extent of their respective proportionate pecuniary interests therein.

(3) These shares are owned directly by Menlo Entrepreneurs Fund X, L.P. ("MEF X"). MVM X serves as the general partner of MEF X and possesses sole voting and investment control over the shares owned by MEF X and may be deemed to have indirect beneficial ownership of the shares held by MEF X. MVM X however owns no securities of the Issuer directly. The Reporting Persons disclaim beneficial ownership of the shares reported herein, except to the extent of their respective proportionate pecuniary interests therein.

(4) These shares are owned directly by MMEF X, L.P. ("MMEF X"). MVM X serves as the general partner of MMEF X and possesses sole voting and investment control over the shares owned by MMEF X and may be deemed to have indirect beneficial ownership of the shares held by MMEF X. MVM X however owns no securities of the Issuer directly. The Reporting Persons disclaim beneficial ownership of the shares reported herein, except to the extent of their respective proportionate pecuniary interests 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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