

Care.com Inc
Form 3
July 11, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Google Capital 2016, L.P. | | (Month/Day/Year) | Care.com Inc [CRCM] | |
| (Last) | (First) | (Middle) | 06/29/2016 | |
| 1600 AMPHITHEATRE PARKWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MOUNTAIN VIEW,Â CAÂ 94043 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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

| | | | | | |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

| | | | | | | | |
|---------------------------------------|-------|-------|--------------|-----------|-------------|---|------------------|
| Convertible Preferred Stock, Series A | Â (1) | Â (1) | Common Stock | 4,414,286 | \$ 10.5 (1) | I | See Footnote (2) |
|---------------------------------------|-------|-------|--------------|-----------|-------------|---|------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Google Capital 2016, L.P. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | Â | Â X | Â | Â |
| Google Capital 2016 GP, L.L.C. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | Â | Â X | Â | Â |
| GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | Â | Â X | Â | Â |
| Alphabet Inc. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| Google Capital 2016, L.P., by Google Capital 2016 GP, L.L.C., its General Partner, by: /s/ Jeremiah Gordon, Name: Jeremiah Gordon, Title: General Counsel and Secretary | 07/11/2016 |
| **Signature of Reporting Person | Date |
| Google Capital 2016 GP, L.L.C., by: /s/ Jeremiah Gordon, Name: Jeremiah Gordon, Title: General Counsel and Secretary | 07/11/2016 |
| **Signature of Reporting Person | Date |
| Google Inc., by: /s/ Christine Flores, Name: Christine Flores, Title: Assistant Secretary | 07/11/2016 |
| **Signature of Reporting Person | Date |
| Alphabet Inc., by: /s/ Christine Flores, Name: Christine Flores, Title: Assistant Secretary | 07/11/2016 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The Convertible Preferred Stock, Series A, par value \$0.001 per share (the "Convertible Preferred Stock"), is convertible at any time and has no expiration date. Care.com, Inc. may mandatorily convert the Convertible Preferred Stock into Common Stock (i) at any time after the seventh anniversary of June 29, 2016 (the "Closing Date"), and (ii) between the fifth anniversary and the seventh anniversary of the Closing Date, if certain conditions are met.
- (2) Google Capital 2016, L.P. directly holds shares of the Convertible Preferred Stock. Google Capital 2016 GP, L.L.C., the general partner of Google Capital 2016, L.P., Google Inc., the managing member of Google Capital 2016 GP, L.L.C., and Alphabet Inc., the sole stockholder of Google Inc., may each be deemed to have sole power to vote and dispose of these shares. Each of Google Capital 2016 GP, L.L.C., Google Inc., and Alphabet Inc. disclaims beneficial ownership of the Convertible Preferred Stock, except to the extent of any pecuniary interest 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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