

CapitalG GP LLC
 Form 4
 November 03, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 CapitalG LP

(Last) (First) (Middle)

1600 AMPHITHEATRE
 PARKWAY

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Care.com Inc [CRCM]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/01/2017

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Convertible Preferred Stock, Series A	\$ 10.5 <u>(1)</u>	11/01/2017	J ⁽²⁾		0 <u>(2)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock	4,746,720		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CapitalG LP 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043		X		
CapitalG GP LLC 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043		X		
GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043		X		
Alphabet Inc. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043		X		

Signatures

/s/ Jeremiah Gordon, CapitalG LP, by CapitalG GP LLC, its General Partner, by Jeremiah Gordon, General Counsel and Secretary	11/02/2017
<u> </u> **Signature of Reporting Person	Date
/s/ Jeremiah Gordon, CapitalG GP LLC, by Jeremiah Gordon, General Counsel and Secretary	11/02/2017
<u> </u> **Signature of Reporting Person	Date
/s/ Kent Walker, Google LLC, by Kent Walker, Secretary	11/02/2017
<u> </u> **Signature of Reporting Person	Date
/s/ Kent Walker, Alphabet Inc., by Kent Walker, Assistant Secretary	11/02/2017
<u> </u> **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) 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. The Issuer 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) Holders of the Convertible Preferred Stock are entitled to cumulative dividends, whether or not declared by the Issuer's board of directors, at the rate of 5.50% per annum during the period from the Closing Date to the seventh anniversary of the Closing Date. Such dividends are payable semi-annually in arrears on June 29 and December 29 of each year, by increasing the liquidation preference of each share of Convertible Preferred Stock. The number of shares of Convertible Preferred Stock held directly by CapitalG LP are currently convertible into 4,746,720 shares of Common Stock.

(3) CapitalG LP directly holds shares of the Convertible Preferred Stock. CapitalG GP LLC, the general partner of CapitalG LP, Alphabet Holdings LLC, the managing member of CapitalG GP LLC, XXVI Holdings Inc., the sole member of Alphabet Holdings LLC, and Alphabet Inc., the sole stockholder of XXVI Holdings Inc., may each be deemed to have the sole power to vote and dispose of these shares. Each of CapitalG GP LLC, Alphabet Holdings LLC, XXVI Holdings Inc., and Alphabet Inc. disclaims beneficial ownership of the Convertible Preferred Stock, except to the extent of any pecuniary interest therein. This Form 4 constitutes "an exit filing" with respect to Google LLC as a result of an internal restructuring consummated on November 1, 2017.

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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