CapitalG LP Form 4 December 31, 2018

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

CapitalG LP

(Last)

(City)

(First) (Middle)

1600 AMPHITHEATRE **PARKWAY** 

(Street)

2. Issuer Name and Ticker or Trading Symbol

Care.com Inc [CRCM]

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

12/29/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

**MOUNTAIN VIEW, CA 94043** 

(Zip)

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Other (specify Officer (give title

below)

Applicable Line)

Form filed by One Reporting Person X Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(State)

1.Title of 2. Transaction Date 2A. Deemed

Security (Month/Day/Year) (Instr. 3)

Execution Date, if

3. 4. Securities Code (Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

5. Amount of Securities Beneficially Owned Following Reported

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and Conversion

7. Title and Amount of Derivative (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date Underlying Securities** Security or Exercise any Code of (Month/Day/Year) (Instr. 3 and 4)

De

Se

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.		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>	12/29/2018		J <u>(2)</u>		0 (2)	<u>(1)</u>	<u>(1)</u>	Common Stock	5,048,324

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
topoloning of the Fitting of Fitting	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					
Alphabet Inc. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043		X					

### **Signatures**

/s/ CapitalG LP, CapitalG LP, by CapitalG GP LLC, its General Partner, by Jeremiah Gordon, General Counsel and Secretary				
**Signature of Reporting Person	Date			
/s/ CapitalG GP LLC, CapitalG GP LLC, by Jeremiah Gordon, General Counsel and Secretary	12/31/2018			
**Signature of Reporting Person	Date			
/s/ Alphabet Inc., Alphabet Inc., by Kathryn W. Hall, Assistant Secretary	12/31/2018			
**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).
- 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.

Reporting Owners 2

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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. Accordingly, the liquidation preference of each share of Convertible Preferred Stock increased on December 29, 2018, such that the number of shares of Convertible Preferred Stock held directly by CapitalG LP remained the same, but are now convertible into 5,048,324 shares of Common Stock.

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

(3) Alphabet Inc., the controlling 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.

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.