Care.com Inc
Form 4
January 29, 2014

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 [*] MATRIX PARTNERS VII LP ET AL	2. Issuer Name **and** Ticker or Trading Symbol Care.com Inc [CRCM]	5. Relationship of Reporting Person(s) to Issuer
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/29/2014	(Check all applicable) _____ Director __X__ 10% Owner _____ Officer (give title _____ Other (specify below) below)
MATRIX PARTNERS, 101 MAIN STREET, 17TH FLOOR		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
CAMBRIDGE, MA 02142		
(City) (State) (Zip)		

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, $0.001 par value	01/29/2014		C		3,385,890	A	(1)	3,503,738	I	See Footnote (2)
Common Stock, $0.001 par value	01/29/2014		C		875,199	A	(1)	4,378,937	I	See Footnote (2)
Common Stock, $0.001 par value	01/29/2014		C		728,119	A	(1)	5,107,056	I	See Footnote (2)

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Common Stock, $0.001 par value	01/29/2014			C	199,399	A	(1)	5,306,455	I	See Footnote (2)
Common Stock, $0.001 par value	01/29/2014			C	45,734	A	(1)	5,352,189	I	See Footnote (2)
Common Stock, $0.001 par value	01/29/2014			C	76,680	A	(1)	5,428,869	I	See Footnote (2)

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

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock	(1)	01/29/2014		C		3,385,890		(3)	(4)	Common Stock	3,385,
Series A-1 Convertible Preferred Stock	(1)	01/29/2014		C		875,199		(3)	(4)	Common Stock	875,1
Series B Convertible Preferred Stock	(1)	01/29/2014		C		728,119		(3)	(4)	Common Stock	728,1
Series C Convertible Preferred Stock	(1)	01/29/2014		C		199,399		(3)	(4)	Common Stock	199,3
	(1)	01/29/2014		C		45,734		(3)	(4)		45,7

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Series D Convertible Preferred Stock							Common Stock	
Series E Convertible Preferred Stock	(1)	01/29/2014		C	76,680	(3)	(4)	Common Stock	76,68

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATRIX PARTNERS VII LP ET AL MATRIX PARTNERS 101 MAIN STREET, 17TH FLOOR CAMBRIDGE, MA 02142		X		

Signatures

/s/ Antonio L. Rodriguez Managing Member	01/29/2014
**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) Each share of Series A Convertible Preferred, Series A-1 Convertible Preferred, Series B Convertible Preferred, Series C Convertible Preferred, Series D Convertible Preferred and Series E Convertible Preferred Stock automatically converted into one share of Issuer's Common Stock upon the consummation of the Issuer's initial public offering.

(2) All shares are held by Matrix Partners VII, L.P. ("Matrix Partners VII"). Matrix VII Management Co. L.L.C. ("Matrix VII Management") is the General Partner of the aforementioned entity and disclaims beneficial ownership of the shares owned by Matrix Partners VII except to the proportionate pecuniary interest therein.

(3) The Series A Convertible Preferred Stock, Series A-1 Convertible Preferred Stock, Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, Series D Convertible Preferred Stock and Series E Convertible Preferred Stock automatically convert into shares of Issuer's Common Stock on a 1:1 basis upon the completion of Issuer's initial public offering.

(4) The expiration date is not relevant to the conversion of these securities.

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.