

KUMARESAN SWAMI  
 Form 5  
 February 12, 2013

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**KUMARESAN SWAMI**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**Carbonite Inc [CARB]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**C/O CARBONITE, INC., 177 HUNTINGTON AVENUE**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2012**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, New Ventures

**BOSTON, MA 02115**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
 (check applicable line)

Form Filed by One Reporting Person  
 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 63,268   | D  |                                   |

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

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SEC 2270 (9-02)

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

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| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|-------------------------------|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date | Title   |                               |
| Stock Option (right to buy)                | \$ 0.66  | Â                                    | Â  | Â                              | Â   | Â   | 08/09/2011   | 01/29/2017      | Common Stock  | 1,407                         |
| Stock Option (right to buy)                | \$ 1.26  | Â                                    | Â  | Â                              | Â   | Â   | 02/14/2011   | 02/14/2018      | Common Stock  | 11,719                        |
| Stock Option (right to buy)                | \$ 1.31  | Â                                    | Â  | Â                              | Â   | Â   | Â <sup>(1)</sup>   | 02/26/2019      | Common Stock  | 20,250                        |
| Stock Option (right to buy)                | \$ 2.64  | Â                                    | Â  | Â                              | Â   | Â   | Â <sup>(2)</sup>   | 11/14/2019      | Common Stock  | 37,500                        |
| Stock Option (right to buy)                | \$ 2.64  | Â                                    | Â  | Â                              | Â   | Â   | Â <sup>(3)</sup>   | 11/14/2019      | Common Stock  | 18,750                        |
| Stock Option (right to buy)                | \$ 2.64  | Â                                    | Â  | Â                              | Â   | Â   | 08/09/2011   | 11/14/2019      | Common Stock  | 11,601                        |
| Stock Option (right to buy)                | \$ 12.88   | Â                                    | Â  | Â                              | Â   | Â   | Â <sup>(4)</sup>   | 12/15/2021      | Common Stock  | 80,000                        |
| Stock Option (right to buy)                | \$ 10.26   | Â                                    | Â  | Â                              | Â   | Â   | Â <sup>(5)</sup>   | 01/24/2022      | Common Stock  | 50,000                        |
|  | \$ 6.63  | Â                                    | Â  | Â                              | Â   | Â   | Â <sup>(6)</sup>   | 10/17/2022      |   | 40,000                        |

Stock  
Option  
(right to  
buy)

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| KUMARESAN SWAMI<br>C/O CARBONITE, INC.<br>177 HUNTINGTON AVENUE<br>BOSTON, MA 02115 |               |           | EVP, New Ventures |       |

## Signatures

/s/ Danielle Sheer, by power of attorney  
02/12/2012

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) This option was exercisable as to 18,000 shares of common stock as of December 31, 2012 and becomes exercisable as to the remaining underlying shares of common stock on February 26, 2013.
  - (2) This option was exercisable as to 28,126 shares of common stock as of December 31, 2012 and becomes exercisable as to the remaining underlying shares of common stock in 4 equal quarterly installments beginning on February 14, 2013.
  - (3) This option was exercisable as to 8,037 shares of common stock as of December 31, 2012 and becomes exercisable as to the remaining underlying shares of common stock in 8 equal quarterly installments beginning on February 14, 2013.
  - (4) This option was exercisable as to 24,000 shares of common stock on December 31, 2012; becomes exercisable as to 6,000 shares of common stock on each of March 15, 2013, June 15, 2013, September 15, 2013, and December 15, 2013; and becomes exercisable as to 8,000 shares of common stock on each of March 15, 2014, June 15, 2014, September 15, 2014, and December 15, 2014.
  - (5) This option was exercisable as to 9,375 shares of common stock as of December 31, 2012 and becomes exercisable as to the remaining underlying shares of common stock in 13 equal quarterly installments beginning on January 26, 2013.
  - (6) This option becomes exercisable in 16 equal quarterly installments beginning on January 17, 2013.

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### Remarks:

This ownership report is filed to reflect that the reporting person no longer has any beneficial ownership.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.