

# FORM 4

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

OMB APPROVAL  
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

|                                                                                                                                                                                                                                  |                                                                             |                                                                                                                                                                                                           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br><b>Robertson I. Duncan</b><br>(Last) (First) (Middle)<br><b>C/O CARE.COM, INC., 77 FOURTH<br/>AVENUE, 5TH FLOOR</b><br>(Street)<br><b>WALTHAM, MA 02451</b><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>Care.com Inc [ CRCM ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director _____ 10% Owner<br>____ Officer (give title below) _____ Other (specify below) |
| 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>9/9/2017</b>                                                                                                                                                                  |                                                                             | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>____ Form filed by More than One Reporting Person                |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY)                                                                                                                                                                                |                                                                             |                                                                                                                                                                                                           |

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

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |       | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------------|------------------------------|---|-------------------------------------------------------------------------|---------------|-------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                |                                         | Code                         | V | Amount                                                                  | (A) or<br>(D) | Price |                                                                                                     |                                                                         |                                                                   |
| Common Stock, \$0.001 par value    | 9/9/2017       |                                         | M                            |   | 400                                                                     | A             | (1)   | 15625                                                                                               | D                                                                       |                                                                   |
| Common Stock, \$0.001 par value    | 9/9/2017       |                                         | M                            |   | 699                                                                     | A             | (1)   | 16324                                                                                               | D                                                                       |                                                                   |

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

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans. Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------|--------------------------------------------------------------------|-------------------|-----------------------------------------|------------------------------|---|----------------------------------------------------------------------------------------------------|-----|--------------------------------------------|--------------------|--------------------------------------------------------------------------------------------|----------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
|                                                |                                                                    |                   |                                         | Code                         | V | (A)                                                                                                | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title                                                                                      | Amount or<br>Number of<br>Shares |                                                     |                                                                                                                            |                                                                                                       |                                                                    |
| Restricted Stock<br>Units                      | (1)                                                                | 9/9/2017          |                                         | M                            |   |                                                                                                    | 400 | (2)                                        | (2)                | Common<br>Stock                                                                            | 400                              | \$0                                                 | 2400                                                                                                                       | D                                                                                                     |                                                                    |
| Restricted Stock<br>Units                      | (1)                                                                | 9/9/2017          |                                         | M                            |   |                                                                                                    | 699 | (3)                                        | (3)                | Common<br>Stock                                                                            | 699                              | \$0                                                 | 6995                                                                                                                       | D                                                                                                     |                                                                    |

#### Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive one share of Issuer common stock.
- (2) The restricted stock units will vest as to 25% of the original number of restricted stock units on March 9, 2016 and as to an additional 6.25% of the original number of restricted stock units at the end of each successive three month period from March 9, 2016 until March 9, 2019. The restricted stock units have no expiration date.
- (3) The restricted stock units will vest as to 25% of the original number of restricted stock units on March 9, 2017 and as to an additional 6.25% of the original number of restricted stock units at the end of each successive three month period from March 9, 2017 until March 9, 2020. The restricted stock units have no expiration date.

#### Reporting Owners

| Reporting Owner Name / Address                                                                                            | Relationships |           |         |       |
|---------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                           | Director      | 10% Owner | Officer | Other |
| <b>Robertson I. Duncan</b><br><b>C/O CARE.COM, INC.</b><br><b>77 FOURTH AVENUE, 5TH FLOOR</b><br><b>WALTHAM, MA 02451</b> | <b>X</b>      |           |         |       |

#### Signatures

/s/ Diane Musi, as Attorney-in-Fact for I. Duncan Robertson

\*\*Signature of Reporting Person

9/12/2017

Date

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

\* 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).

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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