

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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 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

**C/O CARBONITE, INC., 177
 HUNTINGTON AVENUE**

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BOSTON, MA 02115

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 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) Amount (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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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 ⁽¹⁾	02/26/2019	Common Stock	20,250
Stock Option (right to buy)	\$ 2.64	Â	Â	Â	Â	Â	Â ⁽²⁾	11/14/2019	Common Stock	37,500
Stock Option (right to buy)	\$ 2.64	Â	Â	Â	Â	Â	Â ⁽³⁾	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 ⁽⁴⁾	12/15/2021	Common Stock	80,000
Stock Option (right to buy)	\$ 10.26	Â	Â	Â	Â	Â	Â ⁽⁵⁾	01/24/2022	Common Stock	50,000
	\$ 6.63	Â	Â	Â	Â	Â	Â ⁽⁶⁾	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 C/O CARBONITE, INC. 177 HUNTINGTON AVENUE 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.