

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <u>Highland Entrepreneurs Fund VII Limited Partnership</u>  (Last) (First) (Middle) C/O HIGHLAND CAPITAL PARTNERS ONE BROADWAY, 16TH FLOOR  (Street) CAMBRIDGE MA 02142  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Carbon Black, Inc. [ CBLK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/12/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	12/12/2018		j <sup>(1)</sup>		1,166,810	D	\$0	2,035,739	I	By Highland Capital Partners VI Limited Partnership <sup>(1)</sup>
Common Stock	12/12/2018		j <sup>(2)</sup>		639,653	D	\$0	1,116,002	I	By Highland Capital Partners VI-B Limited Partnership <sup>(2)</sup>
Common Stock	12/12/2018		j <sup>(3)</sup>		57,792	D	\$0	100,829	I	By Highland Entrepreneurs' Fund VI Limited Partnership <sup>(3)</sup>
Common Stock	12/12/2018		j <sup>(4)</sup>		298,754	D	\$0	521,234	I	By Highland Capital Partners VII Limited Partnership <sup>(4)</sup>
Common Stock	12/12/2018		j <sup>(5)</sup>		72,394	D	\$0	126,304	I	By Highland Capital Partners VII-B Limited Partnership <sup>(5)</sup>
Common Stock	12/12/2018		j <sup>(6)</sup>		105,428	D	\$0	183,940	I	By Highland Capital Partners VII-C Limited Partnership <sup>(6)</sup>
Common Stock	12/12/2018		j <sup>(7)</sup>		9,362	D	\$0	16,331	I	By Highland Entrepreneurs' Fund VII Limited Partnership <sup>(7)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*

[Highland Entrepreneurs Fund VII Limited Partnership](#)

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(Last) (First) (Middle)

[C/O HIGHLAND CAPITAL PARTNERS](#)  
[ONE BROADWAY, 16TH FLOOR](#)

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(Street)

[CAMBRIDGE MA 02142](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[HEF VI, Limited Partnership](#)

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(Last) (First) (Middle)

[C/O HIGHLAND CAPITAL PARTNERS](#)  
[ONE BROADWAY, 16TH FLOOR](#)

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(Street)

[CAMBRIDGE MA 02142](#)

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(City) (State) (Zip)

**Explanation of Responses:**

- Effective December 12, 2018, Highland Capital Partners VI Limited Partnership ("HCP VI"), a venture capital partnership, distributed in-kind, without consideration, a total of 1,166,810 shares of Common Stock of the Issuer to its limited partners, including Highland Management Partners VI Limited Partnership ("HMP VI LP"), the general partner of HCP VI, and to the limited partners of HMP VI LP. The general partner of HMP VI LP is Highland Management Partners VI, Inc. ("Highland Management"). Each of HMP VI LP and Highland Management disclaims Section 16 beneficial ownership of all shares except to the extent of their pecuniary interest, if any, therein. This report shall not be deemed to be an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purpose.
- Effective December 12, 2018, Highland Capital Partners VI-B Limited Partnership ("HCP VI-B"), a venture capital partnership, distributed in-kind, without consideration, a total of 639,653 shares of Common Stock of the Issuer to its limited partners, including HMP VI LP, the general partner of HCP VI-B, and to the limited partners of HMP VI LP. The general partner of HMP VI LP is Highland Management. Each of HMP VI LP and Highland Management disclaims Section 16 beneficial ownership of all shares except to the extent of their pecuniary interest, if any, therein. This report shall not be deemed to be an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purpose.
- Effective December 12, 2018, Highland Entrepreneurs' Fund VI Limited Partnership ("HEF VI"), a venture capital partnership, distributed in-kind, without consideration, a total of 57,792 shares of Common Stock of the Issuer to its limited partners, including HEF VI Limited Partnership ("HEF"), the general partner of HEF VI, and to the limited partners of HEF. The general partner of HEF is Highland Management. Each of HEF and Highland Management disclaims Section 16 beneficial ownership of all shares except to the extent of their pecuniary interest, if any, therein. This report shall not be deemed to be an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purpose.
- Effective December 12, 2018, Highland Capital Partners VII Limited Partnership ("HCP VII"), a venture capital partnership, distributed in-kind, without consideration, a total of 298,754 shares of Common Stock of the Issuer to its limited partners, including Highland Management Partners VII Limited Partnership ("HMP VII LP"), the general partner of HCP VII, and to the limited partners of HMP VII LP. The general partner of HMP VII LP is Highland Management Partners VII, LLC ("HMP VII LLC"). Each of HMP VII LP and HMP VII LLC disclaims Section 16 beneficial ownership of all shares except to the extent of their pecuniary interest, if any, therein. This report shall not be deemed to be an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purpose.
- Effective December 12, 2018, Highland Capital Partners VII-B Limited Partnership ("HCP VII-B"), a venture capital partnership, distributed in-kind, without consideration, a total of 72,394 shares of Common Stock of the Issuer to its limited partners, including HMP VII LP, the general partner of HCP VII-B, and to the limited partners of HMP VII LP. The general partner of HMP VII LP is HMP VII LLC. Each of HMP VII LP and HMP VII LLC disclaims Section 16 beneficial ownership of all shares except to the extent of their pecuniary interest, if any, therein. This report shall not be deemed to be an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purpose.
- Effective December 12, 2018, Highland Capital Partners VII-C Limited Partnership ("HCP VII-C"), a venture capital partnership, distributed in-kind, without consideration, a total of 105,428 shares of Common Stock of the Issuer to its limited partners, including HMP VII LP, the general partner of HCP VII-C, and to the limited partners of HMP VII LP. The general partner of HMP VII LP is HMP VII LLC. Each of HMP VII LP and HMP VII LLC disclaims Section 16 beneficial ownership of all shares except to the extent of their pecuniary interest, if any, therein. This report shall not be deemed to be an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purpose.
- Effective December 12, 2018, Highland Entrepreneurs' Fund VII Limited Partnership ("HEF VII"), a venture capital partnership, distributed in-kind, without consideration, a total of 9,362 shares of Common Stock of the Issuer to its limited partners, including HMP VII LP, the general partner of HEF VII, and to the limited partners of HMP VII LP. The general partner of HMP VII LP is HMP VII LLC. Each of HMP VII LP and HMP VII LLC disclaims Section 16 beneficial ownership of all shares except to the extent of their pecuniary interest, if any, therein. This report shall not be deemed to be an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purpose.

**Remarks:**

Because no more than 10 reporting persons can file any Form 4 through the Securities and Exchange Commission's EDGAR system, Highland Management Partners VI, Inc., Highland Management Partners VI Limited Partnership, Highland Capital Partners VI-B Limited Partnership, Highland Capital Partners VI Limited Partnership, Highland Entrepreneurs' Fund VI Limited Partnership, Highland Management Partners VII, LLC, Highland Management Partners VII Limited Partnership, Highland Capital Partners VII Limited Partnership, Highland Capital Partners VII-B Limited Partnership and Highland Capital Partners VII-C Limited Partnership have filed a separate Form 4. The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

By: /s/ Jessica Healy,  
Authorized Manager of  
Highland Management  
Partners VII, LLC, the general  
partner of Highland  
Management Partners VII 12/14/2018  
Limited Partnership, the  
general partner of Highland  
Entrepreneurs' Fund VII  
Limited Partnership

By: /s/ Jessica Healey,  
Authorized Manager of  
Highland Management 12/14/2018  
Partners VI, Inc., the general  
partner of HEF VI Limited  
Partnership

\*\* Signature of Reporting Person      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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**