

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).

**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>NORDIN RONALD H.</u>  (Last) (First) (Middle)  <u>C/O CARBON BLACK, INC.</u> <u>1100 WINTER STREET</u>  (Street) <u>WALTHAM MA 02451</u>  (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)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/08/2018</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	05/08/2018		A		16,750	A	(1)	77,975	D	
Common Stock	05/08/2018		C		45,152	A	(2)	123,127	D	
Common Stock	05/08/2018		C		46,421	A	(3)	169,548	D	

**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						Title
Series B Convertible Preferred Stock	(2)	05/08/2018		C			90,304	(2)	(2)	Common Stock	45,152	(2)	0	D	
Series A Redeemable Preferred Stock	(3)	05/08/2018		A			88,480	(3)	(3)	Common Stock	46,421	(3)	88,480	D	
Series A Redeemable Preferred Stock	(3)	05/08/2018		C			88,480	(3)	(3)	Common Stock	46,421	(3)	0	D	

**Explanation of Responses:**

- The shares were acquired pursuant to a restricted stock unit award under the Carbon Black 2012 Stock Option and Grant Plan. Each restricted stock unit represents a contingent right to receive one share of Carbon Black, Inc. common stock. The restricted stock unit fully vests on January 1, 2019.
- Each share of Series B Convertible Preferred Stock was convertible and automatically converted into shares of Common Stock on a 1-for-2 basis upon the closing of the Issuer's initial public offering and has no expiration date.
- Each share of Series A Redeemable Preferred Stock became convertible for a fixed number of shares and automatically converted into shares of Common Stock on a 0.406-for-1 basis upon the closing of the Issuer's initial public offering and has no expiration date.

/s/ Eric Pyenson, attorney-in-fact 05/10/2018

\*\* 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.

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