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INITIAL STATEMENT OF 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* <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. Date of Event Requiring Statement (Month/Day/Year) 05/03/2018	3. Issuer Name and Ticker or Trading Symbol <u>Carbon Black, Inc. [CBLK]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	755,904	I	By Highland Capital Partners VI Limited Partnership ⁽¹⁾
Common Stock	414,297	I	By Highland Capital Partners VI-B Limited Partnership ⁽²⁾
Common Stock	37,436	I	By Highland Entrepreneurs' Fund VI Limited Partnership ⁽³⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Convertible Preferred Stock	(8)	(8)	Common Stock	2,397,218	(8)	I	By Highland Capital Partners VI Limited Partnership ⁽¹⁾
Series B Convertible Preferred Stock	(8)	(8)	Common Stock	1,314,233	(8)	I	By Highland Capital Partners VI-B Limited Partnership ⁽²⁾
Series B Convertible Preferred Stock	(8)	(8)	Common Stock	118,736	(8)	I	By Highland Entrepreneurs' Fund VI Limited Partnership ⁽³⁾
Series C Convertible Preferred Stock	(8)	(8)	Common Stock	772,043	(8)	I	By Highland Capital Partners VI Limited Partnership ⁽¹⁾
Series C Convertible Preferred Stock	(8)	(8)	Common Stock	423,259	(8)	I	By Highland Capital Partners VI-B Limited Partnership ⁽²⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C Convertible Preferred Stock	(8)	(8)	Common Stock	38,240	(8)	I	By Highland Entrepreneurs' Fund VI Limited Partnership ⁽³⁾
Series D Convertible Preferred Stock	(8)	(8)	Common Stock	344,900	(8)	I	By Highland Capital Partners VI Limited Partnership ⁽¹⁾
Series D Convertible Preferred Stock	(8)	(8)	Common Stock	189,085	(8)	I	By Highland Capital Partners VI-B Limited Partnership ⁽²⁾
Series D Convertible Preferred Stock	(8)	(8)	Common Stock	17,083	(8)	I	By Highland Entrepreneurs' Fund VI Limited Partnership ⁽³⁾
Series E Convertible Preferred Stock	(8)	(8)	Common Stock	574,937	(8)	I	By Highland Capital Partners VII Limited Partnership ⁽⁴⁾
Series E Convertible Preferred Stock	(8)	(8)	Common Stock	139,318	(8)	I	By Highland Capital Partners VII-B Limited Partnership ⁽⁵⁾
Series E Convertible Preferred Stock	(8)	(8)	Common Stock	202,891	(8)	I	By Highland Capital Partners VII-C Limited Partnership ⁽⁶⁾
Series E Convertible Preferred Stock	(8)	(8)	Common Stock	18,015	(8)	I	By Highland Entrepreneurs' Fund VII Limited Partnership ⁽⁷⁾
Series F Convertible Preferred Stock	(8)	(8)	Common Stock	518,381	(8)	I	By Highland Capital Partners VII Limited Partnership ⁽⁴⁾
Series F Convertible Preferred Stock	(8)	(8)	Common Stock	125,613	(8)	I	By Highland Capital Partners VII-B Limited Partnership ⁽⁵⁾
Series F Convertible Preferred Stock	(8)	(8)	Common Stock	182,933	(8)	I	By Highland Capital Partners VII-C Limited Partnership ⁽⁶⁾
Series F Convertible Preferred Stock	(8)	(8)	Common Stock	16,243	(8)	I	By Highland Entrepreneurs' Fund VII Limited Partnership ⁽⁷⁾

Explanation of Responses:

1. The shares are held directly by Highland Capital Partners VI Limited Partnership ("Highland Capital VI"). The general partner of Highland Capital VI is Highland Management Partners VI Limited Partnership ("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.

2. The shares are held directly by Highland Capital Partners VI-B Limited Partnership ("Highland Capital VI-B"). The general partner of Highland Capital VI-B is 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.

3. The shares are held directly by Highland Entrepreneurs' Fund VI Limited Partnership ("Highland VI Entrepreneurs' Fund"). The general partner of Highland VI Entrepreneurs' Fund is HEF VI Limited Partnership ("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.

4. The shares are held directly by Highland Capital Partners VII Limited Partnership ("Highland Capital VII"). The general partner of Highland Capital VII is Highland Management Partners VII Limited Partnership ("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.
5. The shares are held directly by Highland Capital Partners VII-B Limited Partnership ("Highland Capital VII-B"). The general partner of Highland Capital VII-B is 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.
6. The shares are held directly by Highland Capital Partners VII-C Limited Partnership ("Highland Capital VII-C"). The general partner of Highland Capital VII-C is 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.
7. The shares are held directly by Highland Entrepreneurs' Fund VII Limited Partnership ("Highland VII Entrepreneurs' Fund"). The general partner of Highland VII Entrepreneurs' Fund is 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 his 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.
8. Each share of preferred stock is convertible into common stock on a 1-for-2 basis and has no expiration date. Upon the closing of the Issuer's initial public offering, all shares of preferred stock will automatically be converted into shares of Common Stock of the Issuer.

Remarks:

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

[/s/ Paul Maeder, Authorized
 Manager of Highland
 Management Partners VII,
 LLC, the general partner of
 Highland Management
 Partners VII Limited
 Partnership, the general
 partner of Highland
 Entrepreneurs' Fund VII
 Limited Partnership](#)
05/03/2018

** 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 5 (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.