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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 6, 2019

CARBON BLACK, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-38478 (Commission File Number)	55-0810166 (IRS Employer Identification No.)
1100 Winter Street Waltham, MA (Address of principal executive offices)	(617) 393-7400 (Registrant's telephone number, including area code)	02451 (Zip Code)
Not Applicable (Former name or former address, if changed since last report)		

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Director

(b) Effective February 6, 2019, Paul Maeder resigned from the board of directors (the “Board”) of Carbon Black, Inc. (the “Company”) and as a member of the audit committee of the Board. Mr. Maeder’s resignation is not due to any disagreement with the Company.

Election of Director

(d) On February 6, 2019, the Board appointed Vanessa Pegueros to the Board as a class II director to fill the vacancy created by Mr. Maeder’s resignation. The term of the Company’s class II directors, including Ms. Pegueros, expires at the annual meeting of stockholders to be held in 2020 or upon the election and qualification of successor directors. There are no arrangements or understandings between Ms. Pegueros and any other person pursuant to which she was selected as a director. Ms. Pegueros has no family relationship with any director or executive officer of the Company and she has no direct or indirect material interest in any transaction involving Carbon Black, Inc. required to be disclosed under Item 404(a) of Regulation S-K. Ms. Pegueros has also been appointed to the audit committee of the Board.

Ms. Pegueros’s compensation will be consistent with that provided to all of the Company’s non-employee directors pursuant to the Company’s Non-Employee Director Compensation Policy, described in the Company’s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on April 23, 2018 under the heading Management – Non-Employee Director Compensation, a copy of which policy was attached as Exhibit 10.14 thereto. In addition, the Company entered into an indemnification agreement with Ms. Pegueros in connection with her appointment to the Board, in substantially the same form as that entered into with the Company’s other directors.

Item 7.01 Regulation FD Disclosure.

A copy of the press release announcing these Board changes is furnished as Exhibit 99.1 and incorporated herein by reference. The information in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference to such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

[99.1 Press Release dated February 6, 2019](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Carbon Black, Inc.

Dated: February 6, 2019

By: /s/ Mark P. Sullivan
Mark P. Sullivan
Executive Vice President and Chief Financial Officer

Carbon Black Appoints Vanessa Pegueros to Board of Directors

Pegueros brings technology leadership and business experience to the company

Longtime board member and founder of Highland Capital Partners LLC, Paul Maeder, vacates seat

WALTHAM, Mass. — February 6, 2019 —Carbon Black (NASDAQ: CBLK), a leader in next-generation endpoint security delivered via the cloud, today announced that Vanessa Pegueros, a seasoned technology leader and security executive, has joined Carbon Black’s board of directors. Pegueros currently serves as Vice President and Chief Information Security Officer (CISO) for DocuSign, Inc. (NASDAQ: DOCU).

Throughout her distinguished career, Pegueros has held numerous senior security executive positions, including roles at U.S. Bank, Expedia, Inc., Washington Mutual, Inc., Cingular Wireless and AT&T Wireless. Pegueros has an MBA from Stanford University, a M.S. in Telecommunication from the University of Colorado, and a B.S. in Engineering from University of California, Berkeley.

“We’re pleased to welcome Vanessa to the Carbon Black board of directors as we continue our mission to keep the world safe from cyberattacks,” said Carbon Black President and CEO Patrick Morley. “Vanessa is a strong leader with a wealth of technology experience. Her impressive security background is a perfect complement to our board as we continue to scale the company and drive global growth.”

“Patrick and the Carbon Black team have an excellent track record of innovation and have worked hard to grow the company while disrupting the legacy endpoint security market,” said Pegueros. “Carbon Black is a trusted leader in endpoint security, and I’m eager to work with this team as we take advantage of the significant market opportunities ahead.”

Pegueros joins the board as Paul Maeder, General Partner and Founder of Highland Capital Partners LLC, vacates his seat. Maeder has served as a member of Carbon Black’s board of directors since September 2015, after an initial stint from 2006 to 2011, offering valued guidance through key company milestones, including its 2018 IPO.

“We are grateful to Paul for his advice and counsel spanning the years,” said Morley. “His experience in guiding early stage companies and deep understanding of the software industry have been invaluable to Carbon Black’s success.”

“It’s been a true pleasure to watch Carbon Black lead and innovate in the endpoint security market over the years,” said Maeder. “Carbon Black has a great future ahead and I know that Vanessa will bring valuable perspective to her peers on the board.”

To learn more about Carbon Black’s Board of Directors, visit: <https://www.carbonblack.com/company/team/>.

About Carbon Black

Carbon Black (NASDAQ: CBLK) is a leading provider of next-generation endpoint security delivered via the cloud. Leveraging its big data and analytics cloud platform – the CB Predictive Security Cloud – Carbon Black consolidates prevention, detection, response, threat hunting and managed services into a single platform with a single agent and single console, making it easier for organizations to consolidate security stacks and achieve better protection. As a cybersecurity innovator, Carbon Black has pioneered multiple endpoint security categories, including application control, endpoint detection and response (EDR), and next-generation antivirus (NGAV) enabling customers to defend against the most advanced threats. More than 4,600 global customers, including one-third of the Fortune 100, trust Carbon Black to keep their organizations safe.

Carbon Black and CB Predictive Security Cloud are registered trademarks or trademarks of Carbon Black, Inc. in the United States and/or other jurisdictions.

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