

| 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>Highland Management Partners VI, Inc.</u> (Last) (First) (Middle) <u>C/O HIGHLAND CAPITAL PARTNERS</u> <u>ONE BROADWAY, 16TH FLOOR</u> (Street) <u>CAMBRIDGE MA 02142</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/03/2018</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 | 12/03/2018 | | j ⁽¹⁾ | | 1,067,516 | D | \$0 | 3,202,549 | I | By Highland Capital Partners VI Limited Partnership ⁽¹⁾ |
| Common Stock | 12/03/2018 | | j ⁽²⁾ | | 585,219 | D | \$0 | 1,755,655 | I | By Highland Capital Partners VI-B Limited Partnership ⁽²⁾ |
| Common Stock | 12/03/2018 | | j ⁽³⁾ | | 52,874 | D | \$0 | 158,621 | I | By Highland Entrepreneurs' Fund VI Limited Partnership ⁽³⁾ |
| Common Stock | 12/03/2018 | | j ⁽⁴⁾ | | 273,330 | D | \$0 | 819,988 | I | By Highland Capital Partners VII Limited Partnership ⁽⁴⁾ |
| Common Stock | 12/03/2018 | | j ⁽⁵⁾ | | 66,233 | D | \$0 | 198,698 | I | By Highland Capital Partners VII-B Limited Partnership ⁽⁵⁾ |
| Common Stock | 12/03/2018 | | j ⁽⁶⁾ | | 96,456 | D | \$0 | 289,368 | I | By Highland Capital Partners VII-C Limited Partnership ⁽⁶⁾ |
| Common Stock | 12/03/2018 | | j ⁽⁷⁾ | | 8,565 | D | \$0 | 25,693 | I | By Highland Entrepreneurs' Fund VII Limited Partnership ⁽⁷⁾ |

**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 | Amount or Number of Shares | | | | |

1. Name and Address of Reporting Person*
[Highland Management Partners VI, Inc.](#)

(Last) (First) (Middle)
C/O HIGHLAND CAPITAL PARTNERS
ONE BROADWAY, 16TH FLOOR

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[HIGHLAND MANAGEMENT PARTNERS VI LP](#)

(Last) (First) (Middle)
C/O HIGHLAND CAPITAL PARTNERS
ONE BROADWAY, 16TH FLOOR

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[HIGHLAND CAPITAL PARTNERS VI-B LP](#)

(Last) (First) (Middle)
C/O HIGHLAND CAPITAL PARTNERS
ONE BROADWAY, 16TH FLOOR

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[HIGHLAND CAPITAL PARTNERS VI LP](#)

(Last) (First) (Middle)
C/O HIGHLAND CAPITAL PARTNERS
ONE BROADWAY, 16TH FLOOR

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[HIGHLAND ENTREPRENEURS FUND VI LP](#)

(Last) (First) (Middle)

C/O HIGHLAND CAPITAL PARTNERS
ONE BROADWAY, 16TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Highland Management Partners VII, LLC](#)

(Last) (First) (Middle)

C/O HIGHLAND CAPITAL PARTNERS
ONE BROADWAY, 16TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Highland Management Partners VII Limited Partnership](#)

(Last) (First) (Middle)

C/O HIGHLAND CAPITAL PARTNERS
ONE BROADWAY, 16TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Highland Capital Partners VII LP](#)

(Last) (First) (Middle)

C/O HIGHLAND CAPITAL PARTNERS
ONE BROADWAY, 16TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[HIGHLAND CAPITAL PARTNERS VII-B L P](#)

(Last) (First) (Middle)

C/O HIGHLAND CAPITAL PARTNERS
ONE BROADWAY, 16TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Highland Capital Partners VII-C LP](#)

(Last) (First) (Middle)

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

(Street)

[CAMBRIDGE MA 02142](#)

(City) (State) (Zip)

Explanation of Responses:

1. Effective December 3, 2018, Highland Capital Partners VI Limited Partnership ("HCP VI"), a venture capital partnership, distributed in-kind, without consideration, a total of 1,067,516 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.
2. Effective December 3, 2018, Highland Capital Partners VI-B Limited Partnership ("HCP VI-B"), a venture capital partnership, distributed in-kind, without consideration, a total of 585,219 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.
3. Effective December 3, 2018, Highland Entrepreneurs' Fund VI Limited Partnership ("HEF VI"), a venture capital partnership, distributed in-kind, without consideration, a total of 52,874 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.
4. Effective December 3, 2018, Highland Capital Partners VII Limited Partnership ("HCP VII"), a venture capital partnership, distributed in-kind, without consideration, a total of 273,330 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.
5. Effective December 3, 2018, Highland Capital Partners VII-B Limited Partnership ("HCP VII-B"), a venture capital partnership, distributed in-kind, without consideration, a total of 66,233 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.
6. Effective December 3, 2018, Highland Capital Partners VII-C Limited Partnership ("HCP VII-C"), a venture capital partnership, distributed in-kind, without consideration, a total of 96,456 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.
7. Effective December 3, 2018, Highland Entrepreneurs' Fund VII Limited Partnership ("HEF VII"), a venture capital partnership, distributed in-kind, without consideration, a total of 8,565 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 one Form 4 through the Securities and Exchange Commission's EDGAR system, Highland Entrepreneurs' Fund VII Limited Partnership and HEF VI 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

[/s/ Jessica Healey, Authorized
Manager of Highland
Management Partners VI, Inc.](#) 12/06/2018

[/s/ Jessica Healey, Authorized
Manager of Highland
Management Partners VI, Inc.,
the general partner of
Highland Management
Partners VI Limited
Partnership](#) 12/06/2018

[/s/ Jessica Healey, Authorized
Manager of Highland
Management Partners VI, Inc.,
the general partner of
Highland Management
Partners VI Limited
Partnership, the general
partner of Highland Capital
Partners VI Limited
Partnership](#) 12/06/2018

/s/ Jessica Healey, Authorized
Manager of Highland
Management Partners VI, Inc.,
the general partner of
Highland Management
Partners VI Limited
Partnership, the general
partner of Highland Capital
Partners VI-B Limited
Partnership 12/06/2018

/s/ Jessica Healey, Authorized
Manager of Highland
Management Partners VI, Inc.,
the general partner of HEF VI
Limited Partnership, the
general partner of Highland
Entrepreneurs' Fund VI
Limited Partnership 12/06/2018

/s/ Jessica Healey, Authorized
Manager of Highland
Management Partners VII,
LLC 12/06/2018

/s/ Jessica Healey, Authorized
Manager of Highland
Management Partners VII,
LLC, the general partner of
Highland Management
Partners VII Limited
Partnership 12/06/2018

/s/ Jessica Healey, Authorized
Manager of Highland
Management Partners VII,
LLC, the general partner of
Highland Management
Partners VII Limited
Partnership, the general
partner of Highland Capital
Partners VII Limited
Partnership 12/06/2018

/s/ Jessica Healey, Authorized
Manager of Highland
Management Partners VII,
LLC, the general partner of
Highland Management
Partners VII Limited
Partnership, the general
partner of Highland Capital
Partners VII-B Limited
Partnership 12/06/2018

/s/ Jessica Healey, Authorized
Manager of Highland
Management Partners VII,
LLC, the general partner of
Highland Management
Partners VII Limited
Partnership, the general
partner of Highland Capital
Partners VII-C Limited
Partnership 12/06/2018

** 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.

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.