

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>Atlas Venture Associates VI, Inc.</u> (Last) (First) (Middle) <u>C/O ACCOMPLICE</u> <u>25 FIRST STREET, SUITE 303</u> (Street) <u>CAMBRIDGE MA 02141</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>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		C		8,148,778	A	(4)	9,365,231	I	By Atlas Venture Fund VI, L.P. ⁽¹⁾
Common Stock	05/08/2018		C		249,193	A	(4)	286,392	I	By Atlas Venture Entrepreneurs' Fund VI, L.P. ⁽²⁾
Common Stock	05/08/2018		C		149,207	A	(4)	171,480	I	By Atlas Venture Fund VI GmbH & Co. KG ⁽³⁾

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	(4)	05/08/2018		C			7,398,761	(4)	(4)	Common Stock	3,699,380	(4)	0	I	By Atlas Venture Fund VI, L.P. ⁽¹⁾
Series B Convertible Preferred Stock	(4)	05/08/2018		C			226,258	(4)	(4)	Common Stock	113,129	(4)	0	I	By Atlas Venture Entrepreneurs' Fund VI, L.P. ⁽²⁾
Series B Convertible Preferred Stock	(4)	05/08/2018		C			135,475	(4)	(4)	Common Stock	67,737	(4)	0	I	By Atlas Venture Fund VI GmbH & Co. KG ⁽³⁾
Series C Convertible Preferred Stock	(4)	05/08/2018		C			4,544,751	(4)	(4)	Common Stock	2,272,375	(4)	0	I	By Atlas Venture Fund VI, L.P. ⁽¹⁾
Series C Convertible Preferred Stock	(4)	05/08/2018		C			138,981	(4)	(4)	Common Stock	69,490	(4)	0	I	By Atlas Venture Entrepreneurs' Fund VI, L.P. ⁽²⁾

**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				
Series C Convertible Preferred Stock	(4)	05/08/2018		C			83,217	(4)	(4)	Common Stock	41,608	(4)	0	I	By Atlas Venture Fund VI GmbH & Co. KG ⁽³⁾
Series D Convertible Preferred Stock	(4)	05/08/2018		C			1,263,264	(4)	(4)	Common Stock	631,632	(4)	0	I	By Atlas Venture Fund VI, L.P. ⁽¹⁾
Series D Convertible Preferred Stock	(4)	05/08/2018		C			38,631	(4)	(4)	Common Stock	19,315	(4)	0	I	By Atlas Venture Entrepreneurs' Fund VI, L.P. ⁽²⁾
Series D Convertible Preferred Stock	(4)	05/08/2018		C			23,131	(4)	(4)	Common Stock	11,565	(4)	0	I	By Atlas Venture Fund VI GmbH & Co. KG ⁽³⁾
Series E Convertible Preferred Stock	(4)	05/08/2018		C			3,090,783	(4)	(4)	Common Stock	1,545,391	(4)	0	I	By Atlas Venture Fund VI, L.P. ⁽¹⁾
Series E Convertible Preferred Stock	(4)	05/08/2018		C			94,518	(4)	(4)	Common Stock	47,259	(4)	0	I	By Atlas Venture Entrepreneurs' Fund VI, L.P. ⁽²⁾
Series E Convertible Preferred Stock	(4)	05/08/2018		C			56,594	(4)	(4)	Common Stock	28,297	(4)	0	I	By Atlas Venture Fund VI GmbH & Co. KG ⁽³⁾

1. Name and Address of Reporting Person*

[Atlas Venture Associates VI, Inc.](#)

(Last) (First) (Middle)

C/O ACCOMPLICE
25 FIRST STREET, SUITE 303

(Street)

CAMBRIDGE MA 02141

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ATLAS VENTURE ENTREPRENEURS FUND VI LP](#)

(Last) (First) (Middle)

C/O ACCOMPLICE
25 FIRST STREET, SUITE 303

(Street)

CAMBRIDGE MA 02141

(City) (State) (Zip)

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ATLAS VENTURE FUND VI LP		
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1. Name and Address of Reporting Person*		
Atlas Venture Fund VI GmbH & Co KG		
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C/O ACCOMPLICE		
25 FIRST STREET, SUITE 303		
(Street)		
CAMBRIDGE	MA	02141
(City) (State) (Zip)		

Explanation of Responses:

- The shares are held directly by Atlas Venture Fund VI, L.P. ("AVF VI"). Atlas Venture Associates VI, L.P. ("AVA VI LP") is the sole general partner of AVF VI. Atlas Venture Associates VI, Inc. ("AVA VI Inc.") is the sole general partner of AVA VI LP. Each of AVA VI LP and AVA VI Inc. disclaims Section 16 beneficial ownership of all shares except to the extent of its 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.
- The shares are held directly by Atlas Venture Entrepreneurs' Fund VI, L.P. ("AVEF VI"). AVA VI LP is the sole general partner of AVEF VI. AVA VI Inc. is the sole general partner of AVA VI LP. Each of AVA VI LP and AVA VI Inc. disclaims Section 16 beneficial ownership of all shares except to the extent of its 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.
- The shares are held directly by Atlas Venture Fund VI GmbH & Co. KG ("AVFG VI"). AVA VI LP is the managing partner of AVFG VI. AVA VI Inc. is the sole general partner of AVA VI LP. Each of AVA VI LP and AVA VI Inc. disclaims Section 16 beneficial ownership of all shares except to the extent of its 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.
- Each share of preferred stock automatically converted into Common Stock on a 1-for-2 basis upon the closing of the Issuer's initial public offering. The shares have no expiration date.

[/s/ Frank Castellucci,](#)
[Secretary of Atlas Venture](#) 05/10/2018
[Associates VI, Inc.](#)

[/s/ Frank Castellucci,](#)
[Secretary of Atlas Venture](#)
[Associates VI, Inc., the general](#) 05/10/2018
[partner of Atlas Venture](#)
[Associates VI, L.P.](#)

[/s/ Frank Castellucci,](#)
[Secretary of Atlas Venture](#)
[Associates VI, Inc., the general](#)
[partner of Atlas Venture](#) 05/10/2018
[Associates VI, L.P., the general](#)
[partner of Atlas Venture](#)
[Entrepreneurs' Fund VI, L.P.](#)

/s/ Frank Castellucci,
Secretary of Atlas Venture
Associates VI, Inc., the general
partner of Atlas Venture 05/10/2018
Associates VI, L.P., the
managing limited partner of
Atlas Venture Fund VI GmbH
& Co. KG

/s/ Frank Castellucci,
Secretary of Atlas Venture
Associates VI, Inc., the general
partner of Atlas Venture 05/10/2018
Associates VI, L.P., the general
partner of Atlas Venture Fund
VI, L.P.

** 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.