

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>Fagnan Jeff</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) <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		C		8,148,778	A	(7)	9,365,231	I	By Atlas Venture Fund VI, L.P. ⁽¹⁾
Common Stock	05/08/2018		C		249,193	A	(7)	286,392	I	By Atlas Venture Entrepreneurs' Fund VI, L.P. ⁽²⁾
Common Stock	05/08/2018		C		149,207	A	(7)	171,480	I	By Atlas Venture Fund VI GmbH & Co. KG ⁽³⁾
Common Stock	05/08/2018		C		181,273	A	(7)	181,273	I	By Atlas Venture Fund IX, L.P. ⁽⁴⁾
Common Stock	05/08/2018		C		21,079	A	(7)	21,079	I	By Accom B9F Investors, LLC ⁽⁵⁾
Common Stock								174,500	I	By Accomplice CB Investors, LLC ⁽⁶⁾

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 B Convertible Preferred Stock	(7)	05/08/2018		C			7,398,761	(7)	(7)	Common Stock	3,699,380	(7)	0	I	By Atlas Venture Fund VI, L.P. ⁽¹⁾

**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 B Convertible Preferred Stock	(7)	05/08/2018		C			226,258	(7)	(7)	Common Stock	113,129	(7)	0	I	By Atlas Venture Entrepreneurs' Fund VI, L.P. ⁽²⁾
Series B Convertible Preferred Stock	(7)	05/08/2018		C			135,475	(7)	(7)	Common Stock	67,737	(7)	0	I	By Atlas Venture Fund VI GmbH & Co. KG ⁽³⁾
Series C Convertible Preferred Stock	(7)	05/08/2018		C			4,544,751	(7)	(7)	Common Stock	2,272,375	(7)	0	I	By Atlas Venture Fund VI, L.P. ⁽¹⁾
Series C Convertible Preferred Stock	(7)	05/08/2018		C			138,981	(7)	(7)	Common Stock	69,490	(7)	0	I	By Atlas Venture Entrepreneurs' Fund VI, L.P. ⁽²⁾
Series C Convertible Preferred Stock	(7)	05/08/2018		C			83,217	(7)	(7)	Common Stock	41,608	(7)	0	I	By Atlas Venture Fund VI GmbH & Co. KG ⁽³⁾
Series D Convertible Preferred Stock	(7)	05/08/2018		C			1,263,264	(7)	(7)	Common Stock	631,632	(7)	0	I	By Atlas Venture Fund VI, L.P. ⁽¹⁾
Series D Convertible Preferred Stock	(7)	05/08/2018		C			38,631	(7)	(7)	Common Stock	19,315	(7)	0	I	By Atlas Venture Entrepreneurs' Fund VI, L.P. ⁽²⁾
Series D Convertible Preferred Stock	(7)	05/08/2018		C			23,131	(7)	(7)	Common Stock	11,565	(7)	0	I	By Atlas Venture Fund VI GmbH & Co. KG ⁽³⁾
Series E Convertible Preferred Stock	(7)	05/08/2018		C			3,090,783	(7)	(7)	Common Stock	1,545,391	(7)	0	I	By Atlas Venture Fund VI, L.P. ⁽¹⁾
Series E Convertible Preferred Stock	(7)	05/08/2018		C			94,518	(7)	(7)	Common Stock	47,259	(7)	0	I	By Atlas Venture Entrepreneurs' Fund VI, L.P. ⁽²⁾
Series E Convertible Preferred Stock	(7)	05/08/2018		C			56,594	(7)	(7)	Common Stock	28,297	(7)	0	I	By Atlas Venture Fund VI GmbH & Co. KG ⁽³⁾
Series E Convertible Preferred Stock	(7)	05/08/2018		C			362,548	(7)	(7)	Common Stock	181,273	(7)	0	I	By Atlas Venture Fund IX, L.P. ⁽⁴⁾
Series F Convertible Preferred Stock	(7)	05/08/2018		C			42,158	(7)	(7)	Common Stock	21,079	(7)	0	I	By Accom B9F Investors, LLC ⁽⁵⁾

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. Mr. Fagnan is a director of AVA VI Inc. and is an investor in a limited partner of AVF VI. Mr. Fagnan disclaims Section 16 beneficial ownership of all shares except to the extent of his pecuniary interest, if any, therein. This report shall not be deemed to be an admission that Mr. Fagnan is the beneficial owner 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. Mr. Fagnan disclaims Section 16 beneficial ownership of all shares except to the extent of his pecuniary interest, if any, therein. This report shall not be deemed to be an admission that Mr. Fagnan is the beneficial owner 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. Mr. Fagnan disclaims Section 16 beneficial ownership of all shares except to the extent of his pecuniary interest, if any, therein. This report shall not be deemed to be an admission that Mr. Fagnan is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- The shares are held directly by Atlas Venture Fund IX, L.P. ("AVF IX"). Atlas Venture Associates IX, L.P. ("AVA IX LP") is the general partner of AVF IX. Atlas Venture Associates IX, LLC ("AVA IX LLC") is the general partner of AVA IX LP. Mr. Fagnan is a member of AVA IX LP. Mr. Fagnan disclaims Section 16 beneficial ownership of all shares except to the extent of his pecuniary interest, if any, therein. This report shall not be deemed to be an admission that Mr. Fagnan is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- The shares are held directly by Accom B9F Investors, LLC ("AB9F"). Mr. Fagnan is a member of AB9F. Mr. Fagnan disclaims Section 16 beneficial ownership of all shares except to the extent of his pecuniary interest, if any, therein. This report shall not be deemed to be an admission that Mr. Fagnan is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- The shares are held directly by Accomplish CB Investors LLC ("ACBI"). Mr. Fagnan is a member of ACBI. Mr. Fagnan disclaims Section 16 beneficial ownership of all shares except to the extent of his pecuniary interest, if any, therein. This report shall not be deemed to be an admission that Mr. Fagnan is the beneficial owner 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, attorney- 05/08/2018
in-fact

** 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.