
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14D-9

**SOLICITATION/RECOMMENDATION STATEMENT
UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

Carbon Black, Inc.

(Name of Subject Company)

Carbon Black, Inc.

(Name of Persons Filing Statement)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

14081R103

(CUSIP Number of Class of Securities)

Patrick Morley

President and Chief Executive Officer

1100 Winter Street

Waltham, MA 02451

(Name, Address and Telephone Number, including area code, of Agent For Service)

With copies to:

Kenneth Gordon, Esq.

James A. Matarese, Esq.

Blake Liggio, Esq.

Goodwin Procter LLP

100 Northern Avenue

Boston, MA 02210

(617) 570-1000

(Name, address, and telephone numbers of person authorized to receive notices and communications
on behalf of the persons filing statement)

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

The information set forth under Items 1.01, 5.02, 7.01 and 9.01 of the Current Report on Form 8-K filed by Carbon Black, Inc. on August 22, 2019 (including all exhibits attached thereto) is incorporated herein by reference.
