

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>Sullivan Mark P.</u> (Last) (First) (Middle) <u>C/O CARBON BLACK, INC.</u> <u>1100 WINTER STREET</u> (Street) <u>WALTHAM MA 02451</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 10% Owner Officer (give title below) Other (specify below) X See Remarks
	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		A		37,500 ⁽¹⁾	A	\$0.00	37,500	D	

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				
Stock Option (right to buy)	\$3.1	05/08/2018		A		136,258 ⁽²⁾		(2)	01/26/2027	Series A Redeemable Preferred Stock	136,258	\$0.00	136,258	D	
Stock Option (right to buy)	\$3.1	05/08/2018		C		136,258 ⁽²⁾		(2)	01/26/2027	Series A Redeemable Preferred Stock	136,258	\$0.00	0	D	
Stock Option (right to buy)	\$7.64	05/08/2018		C		55,290 ⁽²⁾		(2)	01/26/2027	Common Stock	55,290	\$0.00	55,290	D	

Explanation of Responses:

- The shares were acquired pursuant to a restricted stock unit award under the Carbon Black 2012 Stock Option and Grant Plan. Each restricted stock unit represents a contingent right to receive one share of Carbon Black, Inc. common stock. The restricted stock unit vests 25% on January 1, 2019, and thereafter in twelve equal quarterly installments beginning June 2, 2019.
- Each stock option to buy Series A Redeemable Preferred Stock became exercisable for a fixed number of shares and automatically converted into a stock option to buy Common Stock on approximately a 0.406-for-1 basis upon the closing of the Issuer's initial public offering. The stock option vested 25% on January 1, 2018 and the remainder vests in equal monthly installments such that the option will be fully vested on January 1, 2021.

Remarks:

Title: Executive Vice President, Chief Financial Officer, Principal Accounting Officer, Treasurer and Assistant Secretary

/s/ Eric Pyenson, attorney-in-fact 05/10/2018

** 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.

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