

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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> <hr/> (Last) (First) (Middle) C/O ACCOMPLICE 25 FIRST STREET, SUITE 303 <hr/> (Street) CAMBRIDGE MA 02141 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/03/2018	3. Issuer Name and Ticker or Trading Symbol <u>Carbon Black, Inc. [CBLK]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,216,453	I	By Atlas Venture Fund VI, L.P. ⁽¹⁾
Common Stock	37,199	I	By Atlas Venture Entrepreneurs' Fund VI, L.P. ⁽²⁾
Common Stock	22,273	I	By Atlas Venture Fund VI GmbH & Co. KG ⁽³⁾
Common Stock	174,500	I	By Accomplice CB Investors, LLC ⁽⁴⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Convertible Preferred Stock	(7)	(7)	Common Stock	3,699,380	(7)	I	By Atlas Venture Fund VI, L.P. ⁽¹⁾
Series B Convertible Preferred Stock	(7)	(7)	Common Stock	113,129	(7)	I	By Atlas Venture Entrepreneurs' Fund VI, L.P. ⁽²⁾
Series B Convertible Preferred Stock	(7)	(7)	Common Stock	67,737	(7)	I	By Atlas Venture Fund VI GmbH & Co. KG ⁽³⁾
Series C Convertible Preferred Stock	(7)	(7)	Common Stock	2,272,375	(7)	I	By Atlas Venture Fund VI, L.P. ⁽¹⁾
Series C Convertible Preferred Stock	(7)	(7)	Common Stock	69,490	(7)	I	By Atlas Venture Entrepreneurs' Fund VI, L.P. ⁽²⁾
Series C Convertible Preferred Stock	(7)	(7)	Common Stock	41,608	(7)	I	By Atlas Venture Fund VI GmbH & Co. KG ⁽³⁾
Series D Convertible Preferred Stock	(7)	(7)	Common Stock	631,632	(7)	I	By Atlas Venture Fund VI, L.P. ⁽¹⁾
Series D Convertible Preferred Stock	(7)	(7)	Common Stock	19,315	(7)	I	By Atlas Venture Entrepreneurs' Fund VI, L.P. ⁽²⁾

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series D Convertible Preferred Stock	(7)	(7)	Common Stock	11,565	(7)	I	By Atlas Venture Fund VI GmbH & Co. KG ⁽³⁾
Series E Convertible Preferred Stock	(7)	(7)	Common Stock	1,545,391	(7)	I	By Atlas Venture Fund VI, L.P. ⁽¹⁾
Series E Convertible Preferred Stock	(7)	(7)	Common Stock	47,259	(7)	I	By Atlas Venture Entrepreneurs' Fund VI, L.P. ⁽²⁾
Series E Convertible Preferred Stock	(7)	(7)	Common Stock	28,297	(7)	I	By Atlas Venture Fund VI GmbH & Co. KG ⁽³⁾
Series E Convertible Preferred Stock	(7)	(7)	Common Stock	181,273	(7)	I	By Atlas Venture Fund IX, L.P. ⁽⁵⁾
Series F Convertible Preferred Stock	(7)	(7)	Common Stock	21,079	(7)	I	By Accom B9F Investors, LLC ⁽⁶⁾

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 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.
- 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.
- Each share of preferred stock is convertible into common stock on a 1-for-2 basis and has no expiration date. Upon the closing of the Issuer's initial public offering, all shares of preferred stock will automatically be converted into shares of Common Stock of the Issuer.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Frank Castellucci,
Attorney-in-Fact

05/03/2018

** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Travis MacInnes and Frank Castellucci, or either of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Carbon Black, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of May 3, 2018.

/s/ Jeffrey Fagnan
Signature

Jeffrey Fagnan
Name

