

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>CIRINO MARIA</u>  (Last) (First) (Middle) <u>C/O POINT 406 VENTURES</u> <u>470 ATLANTIC AVENUE, 12TH FLOOR</u>  (Street) <u>BOSTON MA 02210</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		2,585,705	A	(5)	3,000,833	I	By Point 406 Ventures I, L.P. <sup>(1)</sup>
Common Stock	05/08/2018		C		12,587	A	(5)	14,426	I	By Point 406 Ventures I-A, L.P. <sup>(2)</sup>
Common Stock	05/08/2018		C		939,526	A	(5)	939,526	I	By 1941 Co-Invest, LLC <sup>(3)</sup>
Common Stock	05/08/2018		C		480,750	A	(5)	480,750	I	By B941, LLC <sup>(4)</sup>

**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	(5)	05/08/2018		C			2,994,508	(5)	(5)	Common Stock	1,497,254	\$0	0	I	By Point 406 Ventures I, L.P. <sup>(1)</sup>
Series B Convertible Preferred Stock	(5)	05/08/2018		C			14,581	(5)	(5)	Common Stock	7,290	\$0	0	I	By Point 406 Ventures I-A, L.P. <sup>(2)</sup>
Series C Convertible Preferred Stock	(5)	05/08/2018		C			964,406	(5)	(5)	Common Stock	482,203	\$0	0	I	By Point 406 Ventures I, L.P. <sup>(1)</sup>
Series C Convertible Preferred Stock	(5)	05/08/2018		C			4,695	(5)	(5)	Common Stock	2,347	\$0	0	I	By Point 406 Ventures I-A, L.P. <sup>(2)</sup>

**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 D Convertible Preferred Stock	(5)	05/08/2018		C			414,237	(5)	(5)	Common Stock	207,118	\$0	0	I	By Point 406 Ventures I, L.P. <sup>(1)</sup>
Series D Convertible Preferred Stock	(5)	05/08/2018		C			2,017	(5)	(5)	Common Stock	1,008	\$0	0	I	By Point 406 Ventures I-A, L.P. <sup>(2)</sup>
Series E Convertible Preferred Stock	(5)	05/08/2018		C			496,476	(5)	(5)	Common Stock	248,238	\$0	0	I	By Point 406 Ventures I, L.P. <sup>(1)</sup>
Series E Convertible Preferred Stock	(5)	05/08/2018		C			2,417	(5)	(5)	Common Stock	1,208	\$0	0	I	By Point 406 Ventures I-A, L.P. <sup>(2)</sup>
Series E Convertible Preferred Stock	(5)	05/08/2018		C			1,879,052	(5)	(5)	Common Stock	939,526	\$0	0	I	By 1941 Co-Invest, LLC <sup>(3)</sup>
Series F Convertible Preferred Stock	(5)	05/08/2018		C			301,785	(5)	(5)	Common Stock	150,892	\$0	0	I	By Point 406 Ventures I, L.P. <sup>(1)</sup>
Series F Convertible Preferred Stock	(5)	05/08/2018		C			1,469	(5)	(5)	Common Stock	734	\$0	0	I	By Point 406 Ventures I-A, L.P. <sup>(2)</sup>
Series F Convertible Preferred Stock	(5)	05/08/2018		C			961,501	(5)	(5)	Common Stock	480,750	\$0	0	I	By B941, LLC <sup>(4)</sup>

**Explanation of Responses:**

- The shares are held directly by Point 406 Ventures I, L.P. ("Point 406 Ventures I"). The general partner of Point 406 Ventures I is .406 Ventures I GP, L.P. ("406 Ventures I GP"). The general partner of .406 Ventures I GP is .406 Ventures I GP, LLC. Ms. Cirino is a Managing Partner of .406 Ventures I GP, LLC and disclaims Section 16 beneficial ownership of all shares except to the extent of her pecuniary interest, if any, therein. This report shall not be deemed to be an admission that Ms. Cirino is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- The shares are held directly by Point 406 Ventures I-A, L.P. ("Point 406 Ventures I-A"). The general partner of Point 406 Ventures I-A is .406 Ventures I GP. Ms. Cirino disclaims beneficial ownership of all shares except to the extent of her pecuniary interest, if any, therein. This report shall not be deemed to be an admission that Ms. Cirino is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- The shares are held directly by 1941 Co-Invest, LLC. ("1941 Co-Invest"). The general partner of 1941 Co-Invest is .406 Ventures I GP. Ms. Cirino disclaims beneficial ownership of all shares except to the extent of her pecuniary interest, if any, therein. This report shall not be deemed to be an admission that Ms. Cirino is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- The shares are held directly by B941, LLC ("B941"). The general partner of B941 is 406 Ventures I GP. Ms. Cirino disclaims beneficial ownership of all shares except to the extent of her pecuniary interest, if any, therein. This report shall not be deemed to be an admission that Ms. Cirino 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 shares of 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/ 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.

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.