

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>CIRINO MARIA</u> <hr/> (Last) (First) (Middle) C/O POINT 406 VENTURES 470 ATLANTIC AVENUE, 12TH FLOOR <hr/> (Street) BOSTON MA 02210 <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	25,000	D	
Common Stock	415,128	I	By Point 406 Ventures I, L.P. ⁽¹⁾
Common Stock	1,839	I	By Point 406 Ventures I-A, 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 B Convertible Preferred Stock	(5)	(5)	Common Stock	1,497,254	(5)	I	By Point 406 Ventures I, L.P. ⁽¹⁾
Series B Convertible Preferred Stock	(5)	(5)	Common Stock	7,290	(5)	I	By Point 406 Ventures I-A, L.P. ⁽²⁾
Series C Convertible Preferred Stock	(5)	(5)	Common Stock	482,203	(5)	I	By Point 406 Ventures I, L.P. ⁽¹⁾
Series C Convertible Preferred Stock	(5)	(5)	Common Stock	2,347	(5)	I	By Point 406 Ventures I-A, L.P. ⁽²⁾
Series D Convertible Preferred Stock	(5)	(5)	Common Stock	207,118	(5)	I	By Point 406 Ventures I, L.P. ⁽¹⁾
Series D Convertible Preferred Stock	(5)	(5)	Common Stock	1,008	(5)	I	By Point 406 Ventures I-A, L.P. ⁽²⁾
Series E Convertible Preferred Stock	(5)	(5)	Common Stock	248,238	(5)	I	By Point 406 Ventures I, L.P. ⁽¹⁾
Series E Convertible Preferred Stock	(5)	(5)	Common Stock	1,208	(5)	I	By Point 406 Ventures I-A, L.P. ⁽²⁾
Series E Convertible Preferred Stock	(5)	(5)	Common Stock	939,526	(5)	I	By 1941 Co-Invest, LLC ⁽³⁾
Series F Convertible Preferred Stock	(5)	(5)	Common Stock	150,892	(5)	I	By Point 406 Ventures I, L.P. ⁽¹⁾
Series F Convertible Preferred Stock	(5)	(5)	Common Stock	734	(5)	I	By Point 406 Ventures I-A, 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 F Convertible Preferred Stock	(5)	(5)	Common Stock	480,750	(5)	I	By B941, LLC ⁽⁴⁾

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.
- The preferred stock is convertible 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/ Eric Pyenson, 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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Eric Pyenson and Mark Sullivan, signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or ten percent (10%) shareholder of Carbon Black, Inc., a Delaware corporation (the "Company"), from time to time the following U.S. Securities and Exchange Commission ("SEC") forms: (i) Form ID, including any attached or related documents (such as Update Passphrase Authentication), to effect the assignment of codes to the undersigned to be used in the transmission of information to the SEC using the EDGAR System; (ii) Form 3, Initial Statement of Beneficial Ownership of Securities, including any attached documents; (iii) Form 4, Statement of Changes in Beneficial Ownership of Securities, including any attached documents; (iv) Form 5, Annual Statement of Beneficial Ownership of Securities in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents; (v) Schedule 13D; and (vi) amendments of each thereof, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents;

(2) 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, Schedule 13D or any amendment(s) thereto, and timely file such form(s) with the SEC and any securities exchange, national association or similar authority; and

(3) 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, acting singly, 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 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorneys-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorneys-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms 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 2, 2018.

/s/ Maria Cirino
Maria A. Cirino
