

Care.com Inc
Form SC 13G/A
February 13, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND
(d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2**

(Amendment No. 1) *

Care.com, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

141633 10 7

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS.

Institutional Venture Partners XIII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 892,080 shares (2)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

892,080 shares (2)
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

892,080 shares (2)
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.0% (3)

12 TYPE OF REPORTING PERSON*

PN

- (1) This Schedule 13G is filed by Institutional Venture Partners XIII, L.P. (IVP XIII), Institutional Venture Management XIII, LLC (IVM XIII), Todd C. Chaffee (Chaffee), Norman A. Fogelson (Fogelson), Stephen J. Harrick (Harrick), J. Sanford Miller (Miller) and Dennis B. Phelps (Phelps) together with IVP XIII, IVM XIII, Chaffee, Fogelson, Harrick and Miller, collectively, the Reporting Persons). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XIII. IVM XIII serves as the sole general partner of IVP XIII and has sole voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelson, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.
- (3) The percentage is based on 30,083,455 shares of Common Stock (as of October 27, 2017) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2017 as filed with the Securities and Exchange Commission on November 2, 2017.

1 NAMES OF REPORTING PERSONS

Institutional Venture Management XIII, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 892,080 shares (2)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

892,080 shares (2)
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

892,080 shares (2)
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.0% (3)

12 TYPE OF REPORTING PERSON*

OO

- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XIII. IVM XIII serves as the sole general partner of IVP XIII and has sole voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelson, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.
- (3) The percentage is based on 30,083,455 shares of Common Stock (as of October 27, 2017) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2017 as filed with the Securities and Exchange Commission on November 2, 2017.

1 NAMES OF REPORTING PERSONS

Todd C. Chaffee

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 892,080 shares (2)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

892,080 shares (2)
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

892,080 shares (2)
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.0% (3)

12 TYPE OF REPORTING PERSON*

IN

- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XIII. IVM XIII serves as the sole general partner of IVP XIII and has sole voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelson, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.
- (3) The percentage is based on 30,083,455 shares of Common Stock (as of October 27, 2017) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2017 as filed with the Securities and Exchange Commission on November 2, 2017.

1 NAMES OF REPORTING PERSONS

Norman A. Fogelsong

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 892,080 shares (2)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

892,080 shares (2)
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

892,080 shares (2)
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.0% (3)

12 TYPE OF REPORTING PERSON*

IN

- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XIII. IVM XIII serves as the sole general partner of IVP XIII and has sole voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelson, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.
- (3) The percentage is based on 30,083,455 shares of Common Stock (as of October 27, 2017) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2017 as filed with the Securities and Exchange Commission on November 2, 2017.

CUSIP NO. 141633 10 7

13 G

Page 6 of 12 Pages

1 NAMES OF REPORTING PERSONS

Stephen J. Harrick

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

892,080 shares (2)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

8 SHARED DISPOSITIVE POWER

WITH

892,080 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

892,080 shares (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.0% (3)

12 TYPE OF REPORTING PERSON*

IN

- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XIII. IVM XIII serves as the sole general partner of IVP XIII and has sole voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelson, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.
- (3) The percentage is based on 30,083,455 shares of Common Stock (as of October 27, 2017) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2017 as filed with the Securities and Exchange Commission on November 2, 2017.

CUSIP NO. 141633 10 7

13 G

Page 7 of 12 Pages

1 NAMES OF REPORTING PERSONS

J. Sanford Miller

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

892,080 shares (2)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

8 SHARED DISPOSITIVE POWER

WITH

892,080 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

892,080 shares (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.0% (3)

12 TYPE OF REPORTING PERSON*

IN

- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XIII. IVM XIII serves as the sole general partner of IVP XIII and has sole voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelson, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.
- (3) The percentage is based on 30,083,455 shares of Common Stock (as of October 27, 2017) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2017 as filed with the Securities and Exchange Commission on November 2, 2017.

1 NAMES OF REPORTING PERSONS

Dennis B. Phelps

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 892,080 shares (2)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

892,080 shares (2)
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

892,080 shares (2)
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.0% (3)

12 TYPE OF REPORTING PERSON*

IN

- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XIII. IVM XIII serves as the sole general partner of IVP XIII and has sole voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelson, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.
- (3) The percentage is based on 30,083,455 shares of Common Stock (as of October 27, 2017) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2017 as filed with the Securities and Exchange Commission on November 2, 2017.

Introductory Note: This statement on Schedule 13G is filed by the Reporting Persons with the Commission in respect of shares of Common Stock, par value \$0.001 per share (Common Stock), of Care.com, Inc., a Delaware corporation (the Issuer).

Item 1

- (a) Name of Issuer: Care.com, Inc.
- (b) Address of Issuer s
Principal Executive Offices: 77 Fourth Avenue, 5th Floor
Waltham, Massachusetts 02451

Item 2

- (a) Name of Reporting Persons Filing:

1. Institutional Venture Partners XIII L.P. (IVP XIII)
2. Institutional Venture Management XIII LLC (IVM XIII)
3. Todd C. Chaffee (Chaffee)
4. Norman A. Fogelsong (Fogelsong)
5. Stephen J. Harrick (Harrick)
6. J. Sanford Miller (Miller)
7. Dennis B. Phelps (Phelps)

- (b) Address of Principal Business Office:c/o Institutional Venture Partners
3000 Sand Hill Road, Building 2, Suite 250
Menlo Park, California 94025

(c) Citizenship:

IVP XIII	Delaware
IVM XIII	Delaware
Chaffee	United States of America
Fogelsong	United States of America
Harrick	United States of America
Miller	United States of America
Phelps	United States of America

(d) Title of Class of Securities:Common Stock

(e) CUSIP Number:141633 10 7

Item 3 Not applicable.

Item 4 Ownership.

The following information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2017:

Reporting Persons	Shares Held		Shared	Sole	Shared	Beneficial	Percentage of Class (1, 3)
	Directly (1)	Sole Voting Power	Voting Power (1)	Dispositive Power	Dispositive Power (1)	Ownership (1)	
IVP XIII	892,080	0	892,080	0	892,080	892,080	3.0%
IVM XIII (2)	0	0	892,080	0	892,080	892,080	3.0%
Chaffee (2)	0	0	892,080	0	892,080	892,080	3.0%
Fogelsong (2)	0	0	892,080	0	892,080	892,080	3.0%
Harrick (2)	0	0	892,080	0	892,080	892,080	3.0%
Miller (2)	0	0	892,080	0	892,080	892,080	3.0%
Phelps (2)	0	0	892,080	0	892,080	892,080	3.0%

- (1) Represents the number of shares of Common Stock held by IVP XIII.
- (2) IVM XIII serves as the sole general partner of IVP XIII and has sole voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.
- (3) The percentage is based on 30,083,455 shares of Common Stock (as of October 27, 2017) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2017 as filed with the Securities and Exchange Commission on November 2, 2017.

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof, the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8 Identification and Classification of Members of the Group.

Not applicable.

Item 9 Notice of Dissolution of Group.

Not applicable.

Item 10 Certification.

Not applicable.

10.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in the attached statement on Schedule 13G is true, complete and correct.

Dated: February 12, 2018

INSTITUTIONAL VENTURE PARTNERS XIII L.P.

By: Institutional Venture Management XIII
LLC
Its: General Partner

By: /s/ Tracy Hogan
Tracy Hogan, Attorney-in-Fact

INSTITUTIONAL VENTURE MANAGEMENT XIII LLC

By: /s/ Tracy Hogan
Tracy Hogan, Attorney-in-Fact

/s/ Tracy Hogan
Tracy Hogan, Attorney-in-Fact for Todd C. Chaffee

/s/ Tracy Hogan
Tracy Hogan, Attorney-in-Fact for Norman A. Fogelsong

/s/ Tracy Hogan
Tracy Hogan, Attorney-in-Fact for Stephen J. Harrick

/s/ Tracy Hogan
Tracy Hogan, Attorney-in-Fact for J. Sanford Miller

/s/ Tracy Hogan
Tracy Hogan, Attorney-in-Fact for Dennis B. Phelps

Exhibit(s):

A: Joint Filing Statement