

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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).

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>IAC/INTERACTIVECORP</u>  (Last) (First) (Middle) 555 WEST 18TH STREET  (Street) NEW YORK NY 10011  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Care.com Inc [ CRCM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2020	
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	02/11/2020		P		33,514,960 <sup>(1)(2)(3)</sup>	A	\$15 <sup>(1)(2)(3)</sup>	1,000 <sup>(1)(2)(3)</sup>	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
Series A Convertible Preferred Stock	<sup>(1)(2)(3)</sup>	02/11/2020		P		46,350 <sup>(1)(2)(3)</sup>		<sup>(1)(2)(3)</sup>	<sup>(1)(2)(3)</sup>	Common Stock	5,360,825	\$1,817.69 <sup>(1)(2)(3)</sup>	0 <sup>(1)(2)(3)</sup>	D	

**Explanation of Responses:**

- Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of December 20, 2019, by and among IAC/InterActiveCorp ("Parent"), Buzz Merger Sub Inc. ("Merger Sub") and Care.com, Inc. ("Issuer"), Merger Sub conducted a tender offer (the "Offer") for (i) all outstanding shares of common stock, par value \$0.001 per share (the "Common Shares") of Issuer, at a price per Common Share of \$15.00 and (ii) all outstanding shares of Series A Convertible Preferred Stock, par value \$0.001 per share (the "Preferred Shares," and together with the Common Shares, the "Shares") of Issuer, at a price per Preferred Share of \$1,817.69, in each case, net to the holder in cash, without interest, less any applicable withholding taxes.
- As of one minute after 11:59 p.m., Eastern Time, on February 10, 2020, when the Offer expired, approximately 26,256,871 Common Shares and 46,350 Preferred Shares were validly tendered and not properly withdrawn in the Offer, including 618,484 Common Shares tendered pursuant to guaranteed delivery procedures. On February 11, 2020, Merger Sub accepted for payment, and expects to as soon as practicable pay for, all Shares validly tendered and not properly withdrawn prior to the expiration of the Offer. Pursuant to the Merger Agreement, on February 11, 2020, Merger Sub merged with and into Issuer pursuant to Section 251(h) of the General Corporation Law of the State of Delaware and without any stockholder vote, with Issuer surviving as a wholly-owned subsidiary of Parent (the "Merger").
- At the effective time of the Merger (the "Effective Time"), and as a result of the Merger, all outstanding shares of capital stock of Merger Sub issued and outstanding immediately prior to the Effective Time were converted into an aggregate of 1,000 shares of newly and validly issued, fully paid and non-assessable shares of common stock of Issuer, as the surviving corporation. Consequently, following the consummation of the Merger on February 11, 2020, Parent became the direct owner of 1,000 shares of common stock of Issuer, as the surviving corporation, representing the only outstanding capital of Issuer.

IAC/InterActiveCorp, By: /s/  
Gregg Winiarski, Executive Vice 02/12/2020  
President and General Counsel

\*\* 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.