

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE TO**

(Rule 14d-100)

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 2)**

**Care.com, Inc.**

(Name of Subject Company (Issuer))

**Buzz Merger Sub Inc.**

(Offeror)

A wholly-owned subsidiary of

**IAC/InterActiveCorp**

(Parent of Offeror)

(Names of Filing Persons (identifying status as Offeror, Issuer or Other Person))

**Common Stock, par value \$0.001 per share ("Common Shares")  
Series A Convertible Preferred Stock, \$0.001 par value per share ("Preferred Shares")**  
(Title of Class of Securities)

**141633107 (Common Shares)**

**None (Preferred Shares)**

(CUSIP Number of Class of Securities)

**Gregg Winiarski**

**Executive Vice President, General Counsel & Secretary**

**IAC/InterActiveCorp**

**555 West 18th Street**

**New York, New York 10011**

**(212) 314-7300**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

*Copies to:*

**Brandon Van Dyke**

**Richard L. Oliver**

**Skadden, Arps, Slate, Meagher & Flom LLP**

**Four Times Square**

**New York, New York 10036**

**(212) 735-3000**

**CALCULATION OF FILING FEE**

Transaction Valuation	Amount of Filing Fee
\$624,571,226	\$81,070

\* Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated as the sum of (i) 33,288,814 Common Shares of Care.com, Inc. ("Care.com") outstanding multiplied by \$15.00, (ii) 46,350 Preferred Shares of Care.com outstanding multiplied by \$1,813.29, (iii) 2,415,926 Common Shares issuable pursuant to outstanding options with an exercise price less than the price of \$15.00 per share, multiplied by \$8.06 (which is the price of \$15.00 minus the weighted average exercise price for such options of \$6.94 per share) and (iv) 1,448,044 Common Shares subject to issuance pursuant to outstanding Care.com restricted stock units multiplied by \$15.00. The calculation of the filing fee is based on information provided by Care.com as of January 8, 2020, the most recent practicable date.

\*\* The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2020, effective October 1, 2019, by multiplying the transaction value by 0.0001298.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) of the Securities Exchange Act of 1934 and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$81,070

Filing Party: Buzz Merger Sub Inc. and IAC/InterActiveCorp

Form or Registration No.: Schedule TO

Date Filed: January 13, 2020

o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)



This Amendment No. 2 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed by Buzz Merger Sub Inc., a Delaware corporation (“Purchaser”), and IAC/InterActiveCorp, a Delaware corporation (“Parent”), with the United States Securities and Exchange Commission on January 13, 2020 (together with any subsequent amendments and supplements thereto, the “Schedule TO”). The Schedule TO relates to the offer by Purchaser to purchase (the “Offer”) (i) all outstanding shares of common stock, par value \$0.001 per share (the “Common Shares”), of Care.com, Inc., a Delaware corporation (“Care.com” or the “Company”), 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”), of Care.com, at (x) 150% of the Liquidation Preference per share, as specified in the Certificate of Designations for the Preferred Shares (the “Certificate of Designations”), plus (y) Accrued and Unpaid Dividends payable in respect of such Preferred Shares, as specified in the Certificate of Designations, in the case of clauses (x) and (y), calculated as of and including the expiration date for the Offer, pursuant to the terms of the Certificate of Designations, in each case, net to the holder in cash, without interest, less any applicable withholding taxes, upon the terms and subject to the conditions described in the Offer to Purchase, dated January 13, 2020 (together with any amendments or supplements thereto, the “Offer to Purchase”), and in the related Letter of Transmittal (together with any amendments or supplements thereto, the “Letter of Transmittal”), which are annexed to and filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively. Purchaser is a wholly-owned subsidiary of Parent. This Amendment is being filed on behalf of Parent and Purchaser. Unless otherwise indicated, references to sections in this Amendment are references to sections of the Offer to Purchase.

#### **Items 1 through 11.**

The information set forth in the Offer to Purchase under “The Tender Offer—Section 15—Certain Legal Matters; Regulatory Approvals” and Items 1 through 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by adding the following paragraph after the end of the subsection titled “Antitrust” which begins on page 49 of the Offer to Purchase:

“The required Phase I review period under the German Competition Act with respect to the Offer and the Merger was terminated on January 24, 2020, and no Phase II investigation was opened. Accordingly, the condition of the Offer relating to obtaining approval under the German Competition Act has been satisfied. The Offer continues to be subject to the remaining conditions set forth in Section 13—“Conditions of the Offer.””

The information set forth in the Offer to Purchase under “The Tender Offer—Section 15—Certain Legal Matters; Regulatory Approvals” and Items 1 through 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by replacing the sentence under the subsection titled “Legal Proceedings Relating to the Tender Offer” on Page 51 of the Offer to Purchase with the following paragraph:

“On January 21, 2020, a purported stockholder class action complaint, captioned *Kent v. Care.com, Inc., et al.*, Case No. 1:20-cv-00088, was filed in the United States District Court for the District of Delaware. The complaint names as defendants Care.com, the individual members of the Care.com Board, Parent and Purchaser. The complaint alleges, among other things, that all defendants violated provisions of the Exchange Act insofar as the Schedule 14D-9 filed by Care.com on January 13, 2020 allegedly omits material information with respect to the transactions contemplated by the Merger Agreement, including the Offer and the Merger, that purportedly renders the Schedule 14D-9 false and misleading. The complaint seeks, among other things, injunctive relief, rescissory damages, declaratory judgment and an award of plaintiffs’ fees and expenses. The defendants believe the claims asserted in the complaint are without merit.”

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 24, 2020

**IAC/INTERACTIVECORP**

By: /s/ Gregg Winiarski  
Name: Gregg Winiarski  
Title: Executive Vice President and General Counsel

**BUZZ MERGER SUB INC.**

By: /s/ Gregg Winiarski  
Name: Gregg Winiarski  
Title: Vice President and Assistant Secretary

## EXHIBIT INDEX

- (a)(1)(A) Offer to Purchase, dated January 13, 2020\*
- (a)(1)(B) Form of Letter of Transmittal\*
- (a)(1)(C) Form of Notice of Guaranteed Delivery\*
- (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees\*
- (a)(1)(E) Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees\*
- (a)(1)(F) Form of Summary Advertisement, published in The New York Times on January 13, 2020\*
- (a)(2) Not applicable
- (a)(3) Not applicable
- (a)(4) Not applicable
- (a)(5)(A) Joint Press Release of Parent and the Company, dated December 20, 2019 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Parent with the Securities and Exchange Commission on December 20, 2019)\*
- (a)(5)(B) E-Communication Sent to Employees of the Company on December 20, 2019 (incorporated by reference to the Schedule 14D-9C filed by the Company with the Securities and Exchange Commission on December 23, 2019)\*
- (a)(5)(C) Q&A Provided to Employees of the Company, dated as of December 20, 2019 (incorporated by reference to the Schedule 14D-9C filed by the Company with the Securities and Exchange Commission on December 23, 2019)\*
- (a)(5)(D) Letter to Care@Work Clients, dated as of December 20, 2019 (incorporated by reference to the Schedule 14D-9C filed by the Company with the Securities and Exchange Commission on December 23, 2019)\*
- (a)(5)(E) Letter to HomePay Clients, dated as of December 20, 2019 (incorporated by reference to the Schedule 14D-9C filed by the Company with the Securities and Exchange Commission on December 23, 2019)\*
- (a)(5)(F) Joint Press Release issued by Parent and Care.com, dated January 13, 2020, announcing commencement of the Offer\*
- (b) Not applicable
- (d)(1) Agreement and Plan of Merger, dated as of December 20, 2019, among Parent, Purchaser and the Company\*
- (d)(2) Form of Support Agreement, dated as of December 20, 2019, entered into with the parties named on Schedule A thereto (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Parent with the Securities and Exchange Commission on December 23, 2019)\*
- (d)(3) Confidentiality Agreement, dated as of October 14, 2019, as amended November 24, 2019, by and between the Company and Parent\*
- (g) Not applicable
- (h) Not applicable

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\* Previously filed.