

CARE.COM INC

FORM 8-K (Current report filing)

Filed 11/10/14 for the Period Ending 11/10/14

Address	201 JONES ROAD SUITE 500 Waltham, MA 02451
Telephone	781 642 5900
CIK	0001412270
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of report (Date of earliest event reported): **November 4, 2014**

Care.com, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-36269
(Commission File
Number)

20-5785879
(I.R.S. Employer
Identification No.)

201 Jones Road, Suite 500
Waltham, MA 02451
(Address of principal executive offices) (Zip Code)

(781) 642-5900
(Registrant's telephone number, include area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Director

On November 4, 2014, Steven Cakebread resigned from the Board of Directors (the “Board”) of Care.com, Inc. (the “Company”) and as chairman of the audit committee of the Board (the “Audit Committee”), in each case effective as of November 5, 2014. Mr. Cakebread’s decision to resign was not related to a disagreement with the Company over any of its operations, policies or practices.

Election of Director

On November 5, 2014, the Board elected Ian Duncan Robertson as a director of the Company and to serve as chairman of the Audit Committee. Mr. Robertson has been designated as a Class I director and will serve on the Board until the Company’s 2017 Annual Meeting of Stockholders, or until his successor has been duly elected and qualified.

Mr. Robertson was recommended for election to the Board by the Company’s nominating and corporate governance committee, in accordance with the provisions of its charter.

There are currently no arrangements or understandings between Mr. Robertson and any other person pursuant to which Mr. Robertson was elected as a director. There are currently no transactions in which Mr. Robertson has an interest requiring disclosure under Item 404(a) of Regulation S-K.

On November 7, 2014, in connection with his election to the Board, the Board approved cash payments to Mr. Robertson in the amount of \$30,000 for his service on the Board and \$20,000 for his service as chairman of the Audit Committee through the end of the Company’s 2014 fiscal year, in each case with such amounts to be pro-rated from the date of his election until the end of the Company’s 2014 fiscal year. The Board also granted Mr. Robertson a stock option award under the Company’s 2014 Incentive Award Plan having a fair market value of \$150,000, measured as of the date of grant.

On November 10, 2014, the Company issued a press release announcing Mr. Cakebread’s resignation from the Board and Mr. Robertson’s election to the Board, a copy of which is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 8.01. Other Events.

The Company reports that Mauria Finley’s employment with Citrus Lane, a subsidiary of the Company, ended on October 29, 2014. Ms. Finley was formerly the Senior Vice President and General Manager of Citrus Lane.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits:
 - 99.1 Press Release issued by the Company on November 10, 2014.
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 10, 2014

By: /s/ Diane Musi

Diane Musi

General Counsel

Exhibit Index

Exhibit Number	Exhibit Title or Description
99.1	Press release issued by the Company on November 10, 2014

CARE.COM APPOINTS DUNCAN ROBERTSON TO BOARD OF DIRECTORS

Waltham, MA - November 10, 2014 - Care.com, Inc. (NYSE: CRCM) today announced that Ian Duncan Robertson, most recently Chief Financial Officer of OpenTable, has been appointed to the Company's Board of Directors, effective as of November 5, 2014. Mr. Robertson also will serve as Chairman of the Board's Audit Committee.

In making the announcement, Sheila Lirio Marcelo, Care.com Founder, Chairwoman and CEO, said, "We're thrilled to welcome Duncan to our Board. His experience building and scaling online marketplaces will be invaluable as we continue to grow Care.com and expand the services we offer across multiple platforms."

Mr. Robertson said, "Care.com's mission to help families and corporations deal with the all-important issue of care could not be more relevant and I'm excited to join Sheila and the Board of Care.com in helping the company grow and expand."

Mr. Robertson was Chief Financial Officer (CFO) of OpenTable from August 2011 to October 2014, where he oversaw all of the company's financial operations. Previously, he co-founded and served as CFO of SnapStick, a mobile app company, and before that served as CFO of Aricent, a worldwide technology services company from 2005 to 2009. Mr. Robertson has also held leadership and financial roles at Flextronics, Sensory, Orbit Semiconductor, and Deloitte & Touche. Mr. Robertson is a Chartered Accountant and earned a bachelor's degree from the University of Cape Town and an MBA from the University of Chicago Booth School of Business. He is a member of the Board of Trustees of The San Francisco Foundation.

The Company also announced that Steven Cakebread stepped down from the Company's Board and as its Chairman of the Audit Committee effective as of November 5, 2014.

Mr. Cakebread said, "I have been proud to serve on the Board of Care.com and continue to believe in the company's mission. However, demands on my time, including a new position at Yext, require that I step back from outside commitments. I wish the Care.com team continued success."

About Care.com

Care.com (NYSE: CRCM) is the world's largest online destination for finding and managing family care. As of September 2014, the Company had 13.3 million members spanning 16 countries, including the United States, the United Kingdom, Canada and parts of Western Europe. Care.com's web and mobile platforms enable families to connect to care providers and caregiving services in a reliable and easy way, while also helping care providers find meaningful work. Through its consumer matching platform, tools and resources, Care.com allows families to make more informed hiring decisions. The Company also enables families to pay caregivers electronically online or via mobile device and also subscribe to Care.com HomePay to manage their household payroll and tax matters. As a further extension of its marketplace for families, Care.com also sells curated products for children, through Citrus Lane, the leading social ecommerce platform designed for moms. The Company also enables families to connect with one another locally through forums via BigTent, an online community platform with more than 1 million registered members nationwide and approximately 1,700 parenting groups. In addition, Care.com serves hundreds of thousands of families whose employers provide access to Care.com's consumer matching platform, as well as backup dependent care, as a corporate benefit through the company's Workplace Solutions unit. Headquartered in Waltham, Massachusetts, Care.com has offices in Berlin, Austin, New York City and Mountain View.

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