

Carbonite Inc  
Form SC 13D/A  
July 17, 2015

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

**SCHEDULE 13D/A**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 5)\***

**CARBONITE, INC.**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**141337105**

**(CUSIP Number)**

**Jeremy Rossen**

**Vice President and General Counsel**

**j2 Global, Inc.**

**6922 Hollywood Blvd., Suite 500**

**Los Angeles, California 90028**

**(323) 860-9200**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**July 17, 2015**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* 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).

Continued on following page(s)

Page 1 of 5 Pages

**1** Names of Reporting Persons

j2 Global, Inc.

**2** Check the Appropriate Box If a Member of a Group (See Instructions)

a.  b.

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC

**5** Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Delaware

Number of **7** Sole Voting Power

Shares

Beneficially 2,539,920

**8** Shared Voting Power

Owned By

Each

0

Reporting **9** Sole Dispositive Power

Person

With 2,539,920

**10** Shared Dispositive Power

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

2,539,920

**12** Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

**13** Percent of Class Represented By Amount in Row (11)

9.29%

**14** Type of Reporting Person (See Instructions)

CO

**Item 1. Security and Issuer.**

This Amendment No. 5 (the Amendment ) amends and supplements the Schedule 13D filed by j2 Global, Inc., a Delaware corporation (the Reporting Person ), with the Securities and Exchange Commission on November 5, 2012, as amended (the Statement ), related to the Common Stock, par value \$0.01 per share (the Shares ), of Carbonite, Inc., a Delaware corporation (the Issuer ). The address of the Issuer s principal executive offices is Two Avenue de Lafayette, Boston, Massachusetts 02111.

Unless specifically amended or modified hereby, the disclosures set forth in the Statement remain unchanged.

**Item 2. Identity and Background.**

Item 2 of the Statement is amended and supplemented as follows:

The names, business addresses, principal occupations and citizenships of each of the executive officers and directors of the Reporting Person are set forth in Schedule A, which is incorporated herein by reference.

During the last five years, neither the Reporting Person, nor any of the persons listed in Schedule A, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**Item 4. Purpose of Transaction.**

Item 4 of the Statement is amended and supplemented as follows:

While the Reporting Person will continue to evaluate all of its options from time to time with respect to its ownership of the Issuer s Shares, the Reporting Person currently expects to sell over time some of the Shares, or engage in derivative security transactions over time that could ultimately result in the sale of some or all of the Shares, subject in all cases to economic and market conditions and other factors that the Reporting Person may deem material to its investment decision. However, based upon the Issuer s financial performance, the price of the Shares, economic and market conditions and other factors that the Reporting Person may deem material to its investment decision, the Reporting Person may change its current intention and either sell all of the Shares or increase its investment position in the Shares or other securities of the Issuer, including purchasing up to 14.9% of the Issuer s Shares. Additionally, depending on the Issuer s financial performance, economic and market conditions and other factors that the Reporting Person may deem relevant, the Reporting Person may have or seek to have discussions with management of the Issuer from time to time concerning the Issuer s operations, prospects, business and financial strategies, strategic alternatives and such other matters as the Reporting Person may deem relevant to its investment in the Shares and other securities of the Issuer.

**Item 5. Interest in Securities of the Issuer.**

Paragraph (a) of Item 5 of the Statement is amended and restated as follows:

(a) As of the date hereof, the Reporting Person beneficially owns 2,539,920 Shares indirectly through a wholly owned subsidiary. According to the Issuer's Form 10-Q filed with the Securities and Exchange Commission on May 6, 2015, the number of Shares outstanding as of April 30, 2015 was 27,332,782. As of the date hereof, the Reporting Person is the beneficial owner of 9.29% of the Shares outstanding.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 17, 2015

**j2 GLOBAL, INC.**

By: /s/ Jeremy Rossen

Name: Jeremy Rossen

Title: Vice President and General Counsel

**SCHEDULE A**

**Executive Officers and Directors of j2 Global, Inc.**

| Name               | Title                                 |
|--------------------|---------------------------------------|
| Nehemia Zucker     | Chief Executive Officer               |
| R. Scott Turicchi  | President and Chief Financial Officer |
| Jeremy Rossen      | Vice President and General Counsel    |
| Steve P. Dunn      | Chief Accounting Officer              |
| Richard S. Ressler | Director, Chairman of the Board       |
| Douglas Y. Bech    | Director                              |
| Robert J. Cresci   | Director                              |
| W. Brian Kretzmer  | Director                              |
| Jonathan Miller    | Director                              |
| Stephen Ross       | Director                              |

Each of the persons listed above is a citizen of the United States of America. The business address for each of the persons listed above is: c/o j2 Global, Inc., 6922 Hollywood Boulevard, Suite 500, Los Angeles, California 90028.