

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>MAEDER PAUL A</u>  (Last) (First) (Middle) <u>C/O HIGHLAND CAPITAL PARTNERS</u> <u>ONE BROADWAY, 16TH FLOOR</u>  (Street) <u>CAMBRIDGE MA 02142</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Carbon Black, Inc. [ CBLK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/09/2018</u>	
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	05/09/2018		A		6,007 <sup>(1)</sup>	A	\$0	6,007	D	
Common Stock								4,270,065	I	By Highland Capital Partners VI Limited Partnership <sup>(2)</sup>
Common Stock								2,340,874	I	By Highland Capital Partners VI-B Limited Partnership <sup>(3)</sup>
Common Stock								211,495	I	By Highland Entrepreneurs' Fund VI Limited Partnership <sup>(4)</sup>
Common Stock								1,093,318	I	By Highland Capital Partners VII Limited Partnership <sup>(5)</sup>
Common Stock								264,931	I	By Highland Capital Partners VII-B Limited Partnership <sup>(6)</sup>
Common Stock								385,824	I	By Highland Capital Partners VII-C Limited Partnership <sup>(7)</sup>
Common Stock								34,258	I	By Highland Entrepreneurs' Fund VII Limited Partnership <sup>(8)</sup>

**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					

**Explanation of Responses:**

- The shares were acquired pursuant to a restricted stock unit award under the 2018 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of Carbon Black, Inc. common stock. The restricted stock units vest on the earlier of (i) the first anniversary of the vesting commencement date, May 9, 2019 or (ii) the next annual meeting of the Carbon Black Inc.'s shareholders, subject to a continuous service relationship through such date.
- The shares are held directly by Highland Capital Partners VI Limited Partnership ("Highland Capital VI"). The general partner of Highland Capital VI is Highland Management Partners VI Limited Partnership ("HMP VI LP"). The general partner of HMP VI LP is Highland Management Partners VI, Inc. ("Highland Management"). Mr. Maeder is a managing director of Highland Management. Mr. Maeder disclaims Section 16 beneficial ownership of such securities, except to the extent, if any, of his pecuniary interest therein. This report shall not be deemed to be an admission that Mr. Maeder is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- The shares are held directly by Highland Capital Partners VI-B Limited Partnership ("Highland Capital VI-B"). The general partner of Highland Capital VI-B is HMP VI LP. Mr. Maeder disclaims Section 16 beneficial ownership of such securities, except to the extent, if any, of his pecuniary interest therein. This report shall not be deemed to be an admission that Mr. Maeder is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- The shares are held directly by Highland Entrepreneurs' Fund VI Limited Partnership ("Highland VI Entrepreneurs' Fund"). The general partner of Highland VI Entrepreneurs' Fund is HEF VI Limited Partnership ("HEF"). The general partner of HEF is Highland Management. Mr. Maeder disclaims Section 16 beneficial ownership of such securities, except to the extent, if any, of his pecuniary interest therein. This report shall not be deemed to be an admission that Mr. Maeder is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- The shares are held directly by Highland Capital Partners VII Limited Partnership ("Highland Capital VII"). The general partner of Highland Capital VII is Highland Management Partners VII Limited Partnership ("HMP VII LP"). The general partner of HMP VII LP is Highland Management Partners VII, LLC ("HMP VII LLC"). Mr. Maeder is a managing director of HMP VII LLC. Mr. Maeder disclaims Section 16 beneficial ownership of such securities, except to the extent, if any, of his pecuniary interest therein. This report shall not be deemed to be an admission that Mr. Maeder is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- The shares are held directly by Highland Capital Partners VII-B Limited Partnership ("Highland Capital VII-B"). The general partner of Highland Capital VII-B is HMP VII LP. Mr. Maeder disclaims Section 16 beneficial ownership of such securities, except to the extent, if any, of his pecuniary interest therein. This report shall not be deemed to be an admission that Mr. Maeder is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- The shares are held directly by Highland Capital Partners VII-C Limited Partnership ("Highland Capital VII-C"). The general partner of Highland Capital VII-C is HMP VII LP. Mr. Maeder disclaims Section 16 beneficial ownership of such securities, except to the extent, if any, of his pecuniary interest therein. This report shall not be deemed to be an admission that Mr. Maeder is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- The shares are held directly by Highland Entrepreneurs' Fund VII Limited Partnership ("Highland VII Entrepreneurs' Fund"). The general partner of Highland VII Entrepreneurs' Fund is HMP VII LP. Mr. Maeder disclaims Section 16 beneficial ownership of such securities, except to the extent, if any, of his pecuniary interest therein. This report shall not be deemed to be an admission that Mr. Maeder is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

/s/ Eric Pyenson, as attorney-in-fact      08/06/2018

\*\* 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.**