

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CARBONITE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation
or organization)

33-1111329
(IRS Employer
Identification No.)

**2 Avenue de Lafayette
Boston, Massachusetts**
(Address of principal executive offices)

2011 Equity Award Plan
(Full title of the plan)

**Mohamad Ali
Chief Executive Officer
Carbonite, Inc.
2 Avenue de Lafayette
Boston, Massachusetts 02111
(617) 587-1100**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.01 per share	1,127,284 (2)	\$ 28.97 (3)	\$32,657,417	\$4,065.85

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's common stock, par value \$0.01 per share (the "Common Stock"), that become issuable under the 2011 Equity Award Plan (the "2011 Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.
- (2) Represents 1,127,284 additional shares of Common Stock reserved for future issuance under the 2011 Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act. The Proposed Maximum Offering Price per Share is \$28.97, which is the average of the high and low prices of the Registrant's Common Stock as reported on The NASDAQ Stock Market on March 8, 2018 (rounded up to the nearest cent).

**Proposed sale to take place as soon after the effective date of the
Registration Statement as awards under the 2011 Plan are exercised and/or vest.**

REGISTRATION OF ADDITIONAL SECURITIES

Carbonite, Inc. (the "Company") filed with the Securities and Exchange Commission the following Registration Statements on Form S-8 relating to shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), to be offered and sold under 2011 Equity Award Plan (the "2011 Plan") and, pursuant to Instruction E of Form S-8, the contents of such prior Registration Statements are incorporated by reference in this Registration Statement: (1) Registration Statement on Form S-8 filed August 17, 2011 (File No. 333-176373), (2) Registration Statement on Form S-8 filed March 8, 2012 (File No. 333-179988), (3) Registration Statement on Form S-8 filed March 6, 2013 (File No. 333-187089), (4) Registration Statement on Form S-8 filed March 5, 2014 (File No. 333-194332), (5) Registration Statement on Form S-8 filed March 10, 2015 (File No. 333-202645), (6) Registration Statement on Form S-8 filed March 8, 2016 (File No. 333-210017), (7) Registration Statement on Form S-8 filed March 16, 2017 (File No. 333-216757). The Company is hereby registering an additional 1,127,284 shares of Common Stock issuable under the 2011 Plan, none of which have been issued as of the date of this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS

See Exhibit Index immediately following the Signature Pages.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Boston, Massachusetts on this 12th day of March, 2018.

CARBONITE, INC.

By: /s/ Anthony Folger

Anthony Folger

Chief Financial Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Mohamad Ali, Anthony Folger and Cassandra Hudson, jointly and severally, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign the registration statement on Form S-8 of Carbonite, Inc., and any or all amendments (including post-effective amendments) thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises hereby ratifying and confirming all that said attorneys-in-fact and agents, or his, her, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mohamad Ali</u> Mohamad Ali	Chief Executive Officer and Director (Principal Executive Officer)	March 12, 2018
<u>/s/ Anthony Folger</u> Anthony Folger	Chief Financial Officer (Principal Financial Officer)	March 12, 2018
<u>/s/ Cassandra Hudson</u> Cassandra Hudson	Chief Accounting Officer (Principal Accounting Officer)	March 12, 2018
<u>/s/ Stephen Munford</u> Stephen Munford	Chairman of the Board	March 12, 2018
<u>/s/ Marina Levinson</u> Marina Levinson	Director	March 12, 2018
<u>/s/ Charles Kane</u> Charles Kane	Director	March 12, 2018
<u>/s/ Todd Krasnow</u> Todd Krasnow	Director	March 12, 2018
<u>/s/ Peter Gyenes</u> Peter Gyenes	Director	March 12, 2018
<u>/s/ Scott Daniels</u> Scott Daniels	Director	March 12, 2018
<u>/s/ David Friend</u> David Friend	Director	March 12, 2018

INDEX TO EXHIBITS

Exhibit Number	Exhibit Description
4.1	<u>Amended and Restated Certificate of Incorporation of Carbonite, Inc. (Filed as Exhibit 3.1 to Registrant's Current Report on Form S-1/A filed with the Securities and Exchange Commission on July 13, 2011, and incorporated by reference.)</u>
4.2	<u>Amended and Restated By-Laws of Carbonite, Inc. (Filed as Exhibit 3.2 to Amendment No. 2 to Registrant's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on July 13, 2011, and incorporated herein by reference.)</u>
4.3	<u>Certificate of Elimination of Series A Junior Participating Preferred Stock, dated as of January 11, 2016. (Filed as Exhibit 3.1 to Registrant's Current Report on Form 8-K/A filed with the Securities and Exchange Commission on January 13, 2016, and incorporated by reference.)</u>
5.1	<u>Opinion of Foley & Lardner LLP (filed herewith)</u>
10.2	<u>2011 Equity Award Plan, Form of Incentive Stock Option Agreement, Non-statutory Stock Option Agreement, and Stock Restriction Agreement under the 2011 Equity Award Plan. (Filed as Exhibit 10.2 to Registrant's Current Report on Form S-1/A filed with the Securities and Exchange Commission on July 13, 2011, and incorporated by reference.)</u>
23.1	<u>Consent of Deloitte & Touche LLP, independent registered public accounting firm (filed herewith)</u>
23.2	<u>Consent of Ernst & Young LLP, independent registered public accounting firm (filed herewith)</u>
23.3	Consent of Foley & Lardner LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page of this registration statement)



ATTORNEYS AT LAW
111 HUNTINGTON AVENUE
BOSTON, MASSACHUSETTS 02199
617.342.4000 TEL
617.342.4001 FAX
foley.com

March 12, 2018

Carbonite, Inc.
2 Avenue de Lafayette
Boston, Massachusetts 02111

Re: Carbonite, Inc.
Registration Statement on Form S-8

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by Carbonite, Inc., a Delaware corporation (the "Company") with the United States Securities and Exchange Commission (the "Commission") in connection with registration under the Securities Act of 1933, as amended (the "Securities Act"), of 1,127,284 shares of the Company's common stock, par value \$0.01 per share (the "Shares") issuable under the Company's 2011 Equity Award Plan (the "2011 Plan").

We have acted as counsel for the Company in connection with the registration of the Shares. In such capacity, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity with the originals of all documents submitted to us as copies.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable judicial decisions interpreting those laws) and the federal laws of the United States of America. This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus that forms a part thereof, other than as expressly stated herein with respect to the issuance of the Shares.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that when the Shares shall have been duly registered on the books of the transfer agent and registrar in the names or on behalf of the purchasers, and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by and pursuant to the 2011 Plan, and assuming in each case that the individual issuances, grants, or awards under the 2011 Plan are duly authorized by all necessary corporate action of the Company and duly issued, granted, or awarded and exercised in accordance with the requirements of laws and the 2011 Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company and the Shares will be validly issued, fully paid, and

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WASHINGTON, D.C.

4831-5543-3283.2

Carbonite, Inc.
March 12, 2018
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nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon only by you and by persons entitled to rely upon it pursuant to applicable provisions of the Securities Act. We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Foley & Lardner LLP

4836-2499-0510.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports relating to the financial statements of Carbonite, Inc. and subsidiaries and the effectiveness of Carbonite, Inc. and subsidiaries' internal control over financial reporting dated March 12, 2018, appearing in the Annual Report on Form 10-K of Carbonite, Inc. for the year ended December 31, 2017.

/s/ Deloitte & Touche LLP

Boston, Massachusetts
March 12, 2018

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2011 Equity Award Plan of Carbonite, Inc. of our report dated March 16, 2017 (except for the effects of the adoption of ASU 2016-09 as discussed in Note 2, as to which the date is March 12, 2018), with respect to the consolidated financial statements of Carbonite, Inc. as of and for the two years ended December 31, 2016 included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
March 12, 2018