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

SCHEDULE 14D-9
(Rule 14d-101)
(Amendment No. 1)

Solicitation/Recommendation Statement
Under Section 14(d)(4) of the Securities Exchange Act of 1934

Carbonite, Inc.
(Name of Subject Company)

Carbonite, Inc.
(Name of Persons Filing Statement)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

141337105
(CUSIP Number of Class of Securities)

Stephen Munford
Interim Chief Executive Officer and President
Two Avenue de Lafayette
Boston, Massachusetts 02111
(617) 587-1100

(Name, address, and telephone numbers of person authorized to receive notices and communications
on behalf of the persons filing statement)

Copies to:

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

This Amendment No. 1 (this “*Amendment*”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended or supplemented from time to time, this “*Schedule 14D-9*”) filed by Carbonite, Inc. (“*Carbonite*”) with the Securities and Exchange Commission (the “*SEC*”) on November 25, 2019, relating to the tender offer by Coral Merger Sub Inc., a Delaware corporation (“*Merger Sub*”) and wholly owned subsidiary of Open Text Corporation, a corporation incorporated under the federal laws of Canada (“*OpenText*”), to purchase all of the issued and outstanding shares of common stock of Carbonite, par value \$0.01 per share (the “*Shares*”), other than Shares to be converted or cancelled pursuant to the Agreement and Plan of Merger, dated as of November 10, 2019, among Carbonite, OpenText and Merger Sub, for a purchase price of \$23.00 per Share in cash, without interest and net of applicable withholding of taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, filed by OpenText and Merger Sub with the SEC on November 25, 2019, as amended or supplemented from time to time, and in the related Letter of Transmittal, filed by OpenText and Merger Sub with the SEC on November 25, 2019, as amended or supplemented from time to time.

Except to the extent specifically provided in this Amendment, the information set forth in this Schedule 14D-9 remains unchanged. Capitalized terms used, but not otherwise defined, in this Amendment shall have the meanings ascribed to them in this Schedule 14D-9. This Amendment is being filed to reflect certain updates as reflected below.

ITEM 8. ADDITIONAL INFORMATION

Item 8 of this Schedule 14D-9 is hereby amended and supplemented as follows:

The following sentences are added as a new paragraph at the end of the subsection entitled “*Regulatory Approvals—Antitrust in the United States*” on page 45 of this Schedule 14D-9:

On December 3, 2019, the FTC granted early termination of the waiting period applicable to the Offer under the HSR Act. Accordingly, the condition to the Offer relating to the expiration or termination of the waiting period under the HSR Act has been satisfied.

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: December 3, 2019

Carbonite, Inc.

By: /s/ Scott Semel

Name: Scott Semel

Title: Interim General Counsel