Edgar Filing: TrueCar, Inc. - Form 4

Form 4										
September 10), 2014									
								OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMIS Washington, D.C. 20549					COMMISSION	OMB Number:	3235-0287			
Check thi if no long subject to Section 10 Form 4 or Form 5 obligatior may conti	er STATEM 6. Filed pur	MENT OF CHANGES IN BENEFICIAL OW SECURITIES rsuant to Section 16(a) of the Securities Exchang (a) of the Public Utility Holding Company Act o					NERSHIP OF NERSHIP OF Estimated avera burden hours per response e Act of 1934,		•	
See Instru 1(b).		30(h) of the	Investment	Compar	у Ас	t of 194	40			
(Print or Type R	esponses)									
Krafcik John Symbol			er Name and Ticker or Trading ar, Inc. [TRUE]				5. Relationship of Reporting Person(s) to Issuer			
				Earliest Transaction			(Check all applicable)			
			/Day/Year)	ansaction			X Director 10% Owner X Officer (give title Other (specify below) below) President			
	nendment, Da Ionth/Day/Year	-	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
SANTA MC	ONICA, CA 9040	1					Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip) Ta	ble I - Non-D	Derivative	Secur	rities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year	Code	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	09/08/2014		А	2,397 (1)	A	\$0	72,991	D		
Common Stock	09/08/2014		F	879 <u>(2)</u>	D	\$ 23.47	72,112	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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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. Transacti Code (Instr. 8)	5. Number on f 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 Underlying Securities (Instr. 3 and 4)		8 I S ()
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 23.47	09/08/2014		A	1,449	(3)	09/08/2024	Common Stock	1,449	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Krafcik John C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401	X		President			
Signatures						
/s/ Scott Watkinson, by power of attorney		09/10/2	2014			

**Signature of Reporting Person

Explanation of Responses:

- * 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).

Date

- (1) The reported securities are represented by restricted stock units which were fully vested on the award date.
- (2) The reported securities were withheld to satisfy the Reporting Person's tax liability in connection with the vesting of restricted stock units.
- (3) Shares subject to the option were fully vested and immediately exercisable on the grant date.

Remarks:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.