

DealerTrack Holdings, Inc.  
Form 4  
December 16, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ACF INVESTMENT CORP

2. Issuer Name and Ticker or Trading Symbol  
DealerTrack Holdings, Inc. [TRAK]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
801 CHERRY, SUITE 3900  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/16/2005

\_\_\_\_ Director  10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

FT. WORTH, TX 76102

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 (1)	12/16/2005		C		3,402,768	A	11
Common Stock	12/16/2005		S		758,526	D	\$ 15.81

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.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Convertible Series B participating preferred stock	(2)	12/16/2005		C	1,118,750	(3)	(4)	Common Stock	1,825
Convertible Series C participating preferred stock	(5)	12/16/2005		C	1,347,051	(6)	(7)	Common Stock	1,576

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACF INVESTMENT CORP 801 CHERRY, SUITE 3900 FT. WORTH, TX 76102		X		

## Signatures

/s/ J. MICHAEL  
MAY 12/16/2005

\*\*Signature of Reporting Person                      Date

## 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).
- (1) The Convertible Series B participating preferred stock was automatically converted to common stock on a 1-to-1.6321 basis upon the consummation of the public offering. The Convertible Series C participating preferred stock was automatically converted to common stock on a 1-to-1.1706 basis upon the consummation of the public offering.
  - (2) The Convertible Series B participating preferred stock was automatically converted to common stock on a 1-to-1.6321 basis upon the consummation of the public offering.
  - (3) The Convertible Series B participating preferred stock was automatically converted to common stock on a 1-to-1.6321 basis upon the consummation of the public offering.
  - (4) The Convertible Series B participating preferred stock was automatically converted to common stock on a 1-to-1.6321 basis upon the consummation of the public offering.
  - (5) The Convertible Series C participating preferred stock was automatically converted to common stock on a 1-to-1.1706 basis upon the consummation of the public offering.

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- (6) The Convertible Series C participating preferred stock was automatically converted to common stock on a 1-to-1.1706 basis upon the consummation of the public offering.
- (7) The Convertible Series C participating preferred stock was automatically converted to common stock on a 1-to-1.1706 basis upon the consummation of the public offering.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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