

TrueCar, Inc.
Form 4
November 18, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 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 *
**UNITED SERVICES
AUTOMOBILE ASSOCIATION**

(Last) (First) (Middle)
9800 FREDERICKSBURG ROAD

(Street)
SAN ANTONIO, TX 78288

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TrueCar, Inc. [TRUE]

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/17/2014 | | S | (A) or (D) | Amount 3,000,000 (1) | D | \$ 17 12,432,344 |
| Common Stock | | | | | | I | 1,633,347 |

By: USAA
Property Holdings, Inc. (3)

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)

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| UNITED SERVICES AUTOMOBILE ASSOCIATION 9800 FREDERICKSBURG ROAD SAN ANTONIO, TX 78288 | | X | | |
| USAA Property Holdings, Inc. 9800 FREDERICKSBURG ROAD SAN ANTONIO, TX 78288 | | X | | |
| Leiper Martha 9800 FREDERICKSBURG ROAD SAN ANTONIO, TX 78288 | | X | | |

Signatures

| | | |
|--|---------------------------------|------------|
| /s/ Martha Leiper, Senior Vice President and Chief Investment Officer, on behalf of United Services Automobile Association | **Signature of Reporting Person | 11/18/2014 |
| | | Date |
| /s/ Laura Bishop, President, on behalf of USAA Property Holdings, Inc. | **Signature of Reporting Person | 11/18/2014 |
| | | Date |
| /s/ Martha Leiper | **Signature of Reporting Person | 11/18/2014 |
| | | 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) Reflects sales of shares in the follow-on offering of common stock of TrueCar, Inc. that closed on November 17, 2014.
- (2)

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Martha Leiper, acting in her capacity as Senior Vice President and Chief Investment Officer of United Services Automobile Association ("USAA"), has voting and dispositive power over the shares directly held by USAA and USAA Property Holdings, Inc. ("UPHI"). Ms. Leiper disclaims beneficial ownership of the shares except to the extent of her pecuniary interest therein. The filing of this report is not an admission that any Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

- UPHI is a wholly owned subsidiary of USAA and the members of UPHI's board of directors are officers of USAA. Martha Leiper, acting in her capacity as USAA's Senior Vice President and Chief Investment Officer, has voting and dispositive power over the shares directly
- (3) held by USAA and UPHI. Ms. Leiper disclaims beneficial ownership of the shares except to the extent of her pecuniary interest therein. The filing of this report is not an admission that any Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

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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