

DealerTrack Holdings, Inc.  
Form S-1MEF  
October 06, 2006

As filed with the Securities and Exchange Commission on October 6, 2006  
Registration No. 333-

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

Form S-1  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**DealerTrack Holdings, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**52-2336218**  
*(I.R.S. Employer  
Identification No.)*

**7373**  
*(Primary Standard Industrial  
Classification Code Number)*

**1111 Marcus Avenue  
Suite M04  
Lake Success, New York 11042  
(516) 734-3600**  
*(Address, including zip code, and telephone number,  
including area code, of the registrant's principal executive offices)*

**Eric D. Jacobs, Esq.  
Senior Vice President, General Counsel and Secretary  
DealerTrack Holdings, Inc.  
1111 Marcus Avenue  
Suite M04  
Lake Success, New York 11042  
(516) 734-3600**  
*(Name, address, including zip code, and telephone number,  
including area code, of agent for service)*

*Copies to:*

**Stuart M. Cable, Esq.  
Kenneth J. Gordon, Esq.  
Goodwin Procter llp  
Exchange Place  
53 State Street  
Boston, Massachusetts 02109  
(617) 570-1000**

**Richard D. Truesdell, Jr., Esq.  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, New York 10017  
(212) 450-4000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  File No. 333-136929

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Each Class of Securities to be Registered</b> | <b>Amount to be Registered</b> | <b>Proposed Maximum Offering Price Per Unit</b> | <b>Proposed Maximum Aggregate Offering Price</b> | <b>Amount of Registration Fee</b> |
|---|--------------------------------|---|--|-----------------------------------|
| Common Stock, par value \$0.01 per share<br>(1)           | 1,150,000(2)                   | \$ 23.76(3)                                     | \$ 27,324,000                                    | \$ 2,924                          |

(1) Includes shares of our common stock to be issuable upon exercise of the underwriters option to purchase additional shares of our common stock.

(2) The 1,150,000 shares of Common Stock being registered in this Registration Statement is in addition to the 10,350,000 shares of Common Stock registered pursuant to the registrant's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on

August 28, 2006  
and amended on  
September 25,  
2006 (File  
No. 333-136929).

- (3) Based on the  
proposed offering  
price for the  
shares offered  
hereby.

**THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE  
COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933.**

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**EXPLANATORY NOTE**

This Registration Statement on Form S-1 is being filed with the Securities and Exchange Commission (the Commission ) by DealerTrack Holdings, Inc. (the "Company") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act ), and General Instruction V of Form S-1. This Registration Statement incorporates by reference the contents of the Company's Registration Statement on Form S-1, as amended by Amendment No. 1 (File No. 333-136929), which was declared effective by the Commission on October 5, 2006 including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

**CERTIFICATION**

The Company hereby certifies to the Commission that it (i) has instructed its bank to transmit to the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business on October 6, 2006), (ii) will not revoke such instructions, (iii) has sufficient funds in the relevant account to cover the amount of such filing fee, and (iv) will confirm receipt of such instructions by its bank during the bank's regular business hours no later than October 6, 2006.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, DealerTrack Holdings, Inc. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Success, State of New York, on October 5, 2006.

DEALERTRACK HOLDINGS, INC.

By: /s/ Mark F. O'Neil  
**Mark F. O'Neil**  
Chairman of the Board, President and  
Chief Executive Officer

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

| Signature  | Title  | Date            |
|--|--|-----------------|
| /s/ Mark F. O Neil<br><b>Mark F. O Neil</b>            | Chairman of the Board, President and Chief Executive Officer (principal executive officer)                                 | October 5, 2006 |
| /s/ Robert J. Cox III<br><b>Robert J. Cox III</b><br>* | Senior Vice President, Chief Financial Officer and Treasurer (principal financial and accounting officer)<br>Lead Director | October 5, 2006 |
| <b>Howard L. Tischler</b><br>*                         | Director   | October 5, 2006 |
| <b>Steven J. Dietz</b><br>*                            | Director   | October 5, 2006 |
| <b>Thomas R. Gibson</b><br>*                           | Director   | October 5, 2006 |
| <b>Mary Cirillo-Goldberg</b><br>*                      | Director   | October 5, 2006 |
| <b>John J. McDonnell, Jr.</b><br>*                     | Director   | October 5, 2006 |
| <b>James David Power III</b>                           |  |                 |

By: \*/s/ Mark F. O'Neil  
**Mark F. O'Neil**  
Attorney-in-Fact

**EXHIBIT INDEX**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 5.1*          | Opinion of Goodwin Procter LLP                              |
| 23.1*         | Consent of Goodwin & Procter LLP (included in Exhibit 5.1). |
| 23.2*         | Consent of PricewaterhouseCoopers LLP.                      |
| 23.3*         | Consent of PricewaterhouseCoopers LLP.                      |
| 23.4*         | Consent of KPMG LLP.  |
| 23.5*         | Consent of PricewaterhouseCoopers LLP.                      |
| 23.6*         | Consent of KPMG LLP.  |

\* Filed herewith.