TRUPANION INC.

Form 4

February 26, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Highland Consumer GP GP LLC

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(First)

(Street)

(State)

02/20/2014

(Middle)

(Zip)

TRUPANION INC. [TRUP] 3. Date of Earliest Transaction

Officer (give title

C/O HIGHLAND CONSUMER PARTNERS, ONE BROADWAY,

16TH FLOOR

(City)

Common

Stock

below)

Director

X 10% Owner Other (specify

4. If Amendment, Date Original

S

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

02/20/2015

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Ι

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CAMBRIDGE, MA 02142

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities Acquired 5. Amount of Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

Reported (A) or

\$8

Transaction(s) (Instr. 3 and 4) Price

Code V Amount (D)

50,000

D

3,014,240

See footnotes (1)(2)(3)

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

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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)	of Derivative Securities Acquired			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Exercisable	Expiration Date	Title N	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Nauress	Director	10% Owner	Officer	Other			
Highland Consumer GP GP LLC C/O HIGHLAND CONSUMER PARTNERS ONE BROADWAY, 16TH FLOOR CAMBRIDGE, MA 02142		X					
Highland Consumer GP Limited Partnership C/O HIGHLAND CONSUMER PARTNERS ONE BROADWAY, 16TH FLOOR CAMBRIDGE, MA 02142		X					
HIGHLAND CONSUMER FUND I LP C/O HIGHLAND CONSUMER PARTNERS ONE BROADWAY, 16TH FLOOR CAMBRIDGE, MA 02142		X					
HIGHLAND CONSUMER FUND I-B LP C/O HIGHLAND CONSUMER PARTNERS ONE BROADWAY, 16TH FLOOR CAMBRIDGE, MA 02142		X					
HIGHLAND CONSUMER ENTREPRENEURS FUND I LP C/O HIGHLAND CONSUMER PARTNERS ONE BROADWAY, 16TH FLOOR CAMBRIDGE, MA 02142		X					

Signatures

/s/ Peter Cornetta, Managing Member of Highland Consumer GP GP LLC	02/26/2015
**Signature of Reporting Person	Date
/s/ Peter Cornetta, Managing Member of Highland Consumer GP GP LLC, the general	
partner of Highland Consumer GP Limited Partnership	02/26/2015

Reporting Owners 2

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/s/ Peter Cornetta, Managing Member of Highland Consumer GP GP LLC, the general partner of Highland Consumer GP Limited Partnership, the general partner of Highland

Consumer Fund I Limited Partnership

02/26/2015

Date

**Signature of Reporting Person

**Signature of Reporting Person

Date

/s/ Peter Cornetta, Managing Member of Highland Consumer GP GP LLC, the general partner of Highland Consumer GP Limited Partnership, the general partner of Highland Consumer Fund 1-B Limited Partnership

02/26/2015

**Signature of Reporting Person

Date

/s/ Peter Cornetta, Managing Member of Highland Consumer GP GP LLC, the general partner of Highland Consumer GP Limited Partnership, the general partner of Highland Consumer Entrepreneurs' Fund I, Limited Partnership

02/26/2015

**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).
- The securities are held by Highland Consumer Fund I Limited Partnership ("Highland Consumer I"). Highland Consumer GP GP LLC ("HC LLC") is the general partner of Highland Consumer GP Limited Partnership ("HC LP"), which is the general partner of Highland Consumer I. Each of HC LLC and HC LP disclaims beneficial ownership of all shares held by Highland Consumer I except to the extent, if any, of such entity's pecuniary interest therein.
- The securities are held by Highland Consumer Fund 1-B Limited Partnership ("Highland Consumer IB"). HC LP is the general partner of (2) Highland Consumer IB. Each of HC LLC and HC LP disclaims beneficial ownership of all shares held by Highland Consumer IB except to the extent, if any, of such entity's pecuniary interest therein.
- The securities are held by Highland Consumer Entrepreneurs' Fund I, Limited Partnership ("Highland Consumer Entrepreneurs"). HC LP (3) is the general partner of Highland Consumer I. Each of HC LLC and HC LP disclaims beneficial ownership of all shares held by Highland Consumer Entrepreneurs except to the extent, if any, of such entity's pecuniary interest therein.

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.

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