

TRUPANION INC.
Form 3
July 17, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
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INITIAL STATEMENT OF 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 *

Â LINDSLEY H HAYS

(Last) (First) (Middle)

C/O TRUPANION, INC.,Â 907
NW BALLARD WAY

(Street)

SEATTLE,Â WAÂ 98107

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/17/2014

3. Issuer Name **and** Ticker or Trading Symbol
TRUPANION INC. [TRUP]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

0

D Â

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	66,670	\$ (1)	I	By Lindsley Partners, L.P. (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINDSLEY H HAYS C/O TRUPANION, INC. 907 NW BALLARD WAY SEATTLE, WA 98107	Â X	Â	Â	Â

Signatures

/s/ Charlotte Sim-Warner as attorney-in-fact for H. Hays
Lindsley

07/17/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of the issuer's Series A Convertible Preferred Stock will be converted into 1 share of the issuer's Common Stock immediately upon the closing of the issuer's initial public offering and has no expiration date.
The reporting person is the sole trustee of the HHL09 Trust, which is the sole member of Zoida LLC, which is the general partner of
- (2) Lindsley Partners, L.P. ("Lindsley Partners") and, as such, the reporting person holds sole voting and investment power over the securities held by Lindsley Partners.

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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