MEHRA SANJEEV K Form 4

March 14, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB Number:

3235-0287 January 31,

0.5

OMB APPROVAL

Expires: 2005 Estimated average

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response...

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

03/12-04:00/2013

1(b).

Common

Stock

MEHRA SANJEEV K			Symbol					Issu	Issuer				
			KAR Auction Services, Inc. [KAR]]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)				_	Director	10% (Owner			
C/O GOLDMAN, SACHS & CO., 200 WEST STREET			03/12-04:00/2013					belo	Officer (give title Other (specify below)				
	4. If Amendment, Date Original					6. I	6. Individual or Joint/Group Filing(Check						
NEW YO	ORK, NY 10282 (State)	(Zip)	Filed(Mon	·	ŕ	ivative Sec	ourities ,	_X_ Pers	olicable Line) Form filed by One Form filed by More on d, Disposed of, on	than One Rep	orting		
1.000	2.5							_		Ī			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if Day/Year)	Code (Instr. 8	ctiono (1	. Securities r Disposed Instr. 3, 4 a	of (D)	Price	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)		
											See		

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

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19,358,007 I

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

3,789,045

(2)(4)

D

18.48

(2)

footnotes

(1)(2)(3)

(4) (5)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	fumber Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date Expiration Exercisable Date	•	Title Numb			
									Number		
				~	<i>(</i> 1) (5)			of			
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MEHRA SANJEEV K C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282

Signatures

/s/ Kevin P. Treanor, Attorney-in-fact

03/14-04:00/2013

**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 Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a wholly-owned (1) subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any.
 - In connection with the secondary offering (the "Secondary Offering") of common stock, par value \$0.01 per share (the "Common Stock"), of KAR Auction Services, Inc. (the "Company") by a selling stockholder pursuant to an underwriting agreement (the "Underwriting
- (2) Agreement") and final prospectus supplement, each dated March 6, 2013, KAR Holdings II, LLC ("KAR LLC"), as selling stockholder, sold 13,000,000 shares of Common Stock of the Company at \$18.48 per share, which represents the \$19.25 Secondary Offering price per share of Common Stock, less the underwriting discount of \$0.77 per share of Common Stock. The Secondary Offering closed on March 12, 2013.
- (3) The common interests of KAR LLC are held by a private investor group, which includes certain limited partnerships (the "Limited Partnerships"). Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of the Limited Partnerships. Affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner or managing partner of the Limited Partnerships.
- Pursuant to the Underwriting Agreement and in connection with the Secondary Offering, the underwriters exercised their option (the "Over-Allotment Option") to purchase additional shares of Common Stock from the selling stockholder. Goldman Sachs is one of several underwriters under the Underwriting Agreement. The Over-Allotment Option closed simultaneously with the Secondary Offering on March 12, 2013. KAR LLC sold an additional 1,950,000 shares of Common Stock pursuant to the underwriters' exercise of the Over-Allotment Option.

Reporting Owners 2

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As of March 12, 2013, as a result of the Secondary Offering and the exercise of the Over-Allotment Option, GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 19,358,007 shares of Common Stock of the Company by reason of the indirect beneficial ownership of such shares by the Limited Partnerships. The Limited Partnerships may be deemed to indirectly beneficially own 19,358,007 shares of Common Stock by reason of the direct beneficial ownership of such shares by KAR LLC. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its 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.