

TrueCar, Inc.
Form 4
March 02, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brenner Bernard

(Last) (First) (Middle)

120 BROADWAY, SUITE 200

(Street)

SANTA MONICA, CA 90401

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TrueCar, Inc. [TRUE]

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

02/26/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP, Business Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/26/2015		M		3,164	A	\$ 0.495	280,011	D
Common Stock	02/26/2015		M		4,890	A	\$ 0.39	284,901	D
Common Stock	02/26/2015		M		6,500	A	\$ 0.39	291,401	D
Common Stock	02/26/2015		M		5,446	A	\$ 2.115	296,847	D
Common Stock	02/26/2015		S		20,000	D	\$ 18.9859 (1)	276,849	D

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Common Stock	16,666	I	See footnote <u>(2)</u>
Common Stock	16,666	I	See footnote <u>(3)</u>

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

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(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 (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. Amount or Number of Shares (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.495	02/26/2015		M	3,164	<u>(4)</u>	08/21/2017	Common Stock		3,164
Employee Stock Option (right to buy)	\$ 0.39	02/26/2015		M	4,890	<u>(4)</u>	12/16/2018	Common Stock		4,890
Employee Stock Option (right to buy)	\$ 0.39	02/26/2015		M	6,500	<u>(4)</u>	09/14/2019	Common Stock		6,500
Employee Stock Option (right to buy)	\$ 2.115	02/26/2015		M	5,446	<u>(4)</u>	07/15/2020	Common Stock		5,446

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brenner Bernard 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401			EVP, Business Development	

Signatures

/s/ Scott Watkinson, by Power of
Attorney

03/02/2015

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.97

- (1) to \$19.04, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.
- (2) Shares directly held by The Allison Brenner 2014 Family Trust for which the Reporting Person serves as trustee.
- (3) Shares directly held by The Brenner 2014 Trust for which the Reporting Person serves as trustee.
- (4) Shares subject to the option are fully vested and immediately exercisable.

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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