KAR Auction Services, Inc.
Form 424B3
March 04, 2013
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The information contained in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell the shares and are not soliciting an offer to buy the shares in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED MARCH 4, 2013

PRELIMINARY PROSPECTUS SUPPLEMENT TO PROSPECTUS DATED JUNE 22, 2011

13,000,000 Shares

KAR Auction Services, Inc.

Common Stock

The shares of common stock are being sold by the selling stockholder. We will not receive any of the proceeds from the shares of common stock sold by the selling stockholder.

Our common stock is listed on the New York Stock Exchange under the symbol KAR. The closing price on the New York Stock Exchange on March 1, 2013 was $21.53 per share.

The underwriters have an option to purchase a maximum of 1,950,000 additional shares from the selling stockholder.

Investing in our common stock involves risks. See Risk Factors on page S-11.

	Price to Public	Underwriting Discounts and Commissions	Proceeds to Selling Stockholder
Per Share	$	$	$
Total	$	$	$

Delivery of the shares of common stock will be made on or about , 2013.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Joint Book-Running Managers

Credit Suisse **Goldman, Sachs & Co.**

J.P. Morgan

Lead Managers

Barclays **BMO Capital Markets** **BofA Merrill Lynch** **Deutsche Bank Securities**

Senior Co-Managers

Baird **Barrington Research** **BB&T Capital Markets** **Stephens Inc.**

The date of this prospectus supplement is , 2013.

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You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any related free writing prospectus that we may issue. None of we, the selling stockholder or the underwriters have authorized anyone to provide you with information that is different. The selling stockholder is offering to sell these securities and seeking offers to buy these securities only in jurisdictions where the offers and sales are permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, any related free writing prospectus and the documents incorporated by reference herein and therein is accurate only as of their respective dates. Our business, financial condition, results of operations or prospects may have changed since those dates.

The distribution of this prospectus supplement and the accompanying prospectus and this offering in certain jurisdictions may be restricted by law. Persons who receive this prospectus supplement and the accompanying prospectus should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation. See the section entitled Underwriting beginning on page S-29 of this prospectus supplement.

You should read this prospectus supplement and the accompanying prospectus carefully before investing in the common stock. This prospectus supplement and the accompanying prospectus contain the terms of this offering of common stock. This prospectus supplement may add, update or change information in the accompanying prospectus. In addition, the information incorporated by reference in the accompanying prospectus may have added, updated or changed information in the accompanying prospectus. If information in this prospectus supplement is inconsistent with any information in the accompanying prospectus, this prospectus supplement will supersede such information.

In this prospectus supplement, unless otherwise specified or the context otherwise requires, the following terms have the following meanings:

the Company, we, us and our refer to KAR Auction Services, Inc., a Delaware corporation, and its subsidiaries;

ADESA refers, collectively, to ADESA, Inc., a wholly-owned subsidiary of KAR Auction Services, and ADESA, Inc. s subsidiaries, including OPENLANE, Inc. (OPENLANE);

AFC refers, collectively, to Automotive Finance Corporation, a wholly-owned subsidiary of ADESA, and Automotive Finance Corporation s subsidiaries;

Equity Sponsors refers, collectively, to Kelso Investment Associates VII, L.P., GS Capital Partners VI, L.P., ValueAct Capital Master Fund, L.P. and Parthenon Investors II, L.P.;

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IAA refers, collectively, to Insurance Auto Auctions, Inc., a wholly-owned subsidiary of KAR Auction Services, and Insurance Auto Auctions, Inc. s subsidiaries;

KAR Auction Services refers to KAR Auction Services, Inc. and not to its subsidiaries;

KAR LLC refers to KAR Holdings II, LLC, which is owned by affiliates of the Equity Sponsors, other equity co-investors and management of the Company; and

2007 Transactions refers to the following events: On December 22, 2006, KAR LLC entered into a definitive merger agreement to acquire ADESA. The merger occurred on April 20, 2007. Concurrently with the merger, IAA was contributed by affiliates of Kelso & Company and Parthenon Capital and IAA s management to KAR Auction Services. Both ADESA and IAA became wholly-owned subsidiaries of KAR Auction Services.

This prospectus supplement and the accompanying prospectus contain references to a number of trademarks (including service marks) that are our registered trademarks or trademarks for which we have pending applications or common law rights. These include, among others, OPENLANE™, CarsArrive™, LiveBlock™, DealerBlock® and CSAToday™ and our logos. Trade names, trademarks and service marks of other companies appearing in this prospectus supplement are the property of their respective holders.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the information incorporated by reference herein and therein contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and which are subject to certain risks, trends and uncertainties. In particular, statements made in this prospectus supplement, the accompanying prospectus and the information incorporated by reference herein and therein that are not historical facts (including, but not limited to, expectations, estimates, assumptions and projections regarding the industry, business, future operating results, potential acquisitions and anticipated cash requirements) may be forward-looking statements. Words such as should, may, will, anticipates, expects, intends, plans, believes, seeks, estimates a expressions identify forward-looking statements. Such statements, including statements regarding our future growth; anticipated cost savings, revenue increases and capital expenditures; dividend declarations and payments; strategic initiatives, greenfields and acquisitions; our competitive position and retention of customers; and our continued investment in information technology, are not guarantees of future performance and are subject to risks and uncertainties that could cause actual results to differ materially from the results projected, expressed or implied by these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the section entitled Risk Factors beginning on page S-11 of this prospectus supplement and in our annual report on Form 10-K for the year ended December 31, 2012, which is incorporated by reference in this prospectus supplement. Some of these factors include:

- fluctuations in consumer demand for and in the supply of used, leased and salvage vehicles and the resulting impact on auction sales volumes, conversion rates and loan transaction volumes;
- trends in new and used vehicle sales and incentives, including wholesale used vehicle pricing;
- the ability of consumers to lease or finance the purchase of new and/or used vehicles;
- the ability to recover or collect from delinquent or bankrupt customers;
- economic conditions including fuel prices, foreign exchange rates and interest rate fluctuations;
- trends in the vehicle remarketing industry;
- trends in the number of commercial vehicles being brought to auction, in particular off-lease volumes;
- changes in the volume of vehicle production, including capacity reductions at the major original equipment manufacturers;
- increases in the number of used vehicles purchased on virtual auction platforms;
- the introduction of new competitors;
- laws, regulations and industry standards, including changes in regulations governing the sale of used vehicles, the processing of salvage vehicles and commercial lending activities;

changes in the market value of vehicles auctioned, including changes in the actual cash value of salvage vehicles;

competitive pricing pressures;

costs associated with the acquisition of businesses or technologies;

litigation developments;

our ability to successfully implement our business strategies or realize expected cost savings and revenue enhancements;

our ability to maintain our brand and protect our intellectual property;

our ability to develop and implement information systems responsive to customer needs;

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- business development activities, including acquisitions and integration of acquired businesses;
- the costs of environmental compliance and/or the imposition of liabilities under environmental laws and regulations;
- weather, including increased expenses as a result of Superstorm Sandy;
- general business conditions;
- our substantial amount of debt;
- restrictive covenants in our debt agreements;
- our assumption of the settlement risk for vehicles sold;
- any impairment to our goodwill or other intangible assets;
- our self-insurance for certain risks;
- any losses of key personnel;
- interruptions to service from our workforce;
- changes in effective tax rates;
- changes to accounting standards; and
- other risks described from time to time in our filings with the SEC.

Many of these risk factors are outside of our control, and as such, they involve risks which are not currently known that could cause actual results to differ materially from those discussed or implied herein. The forward-looking statements in this prospectus supplement are made as of the date on which they are made and we do not undertake to update our forward-looking statements.

Our future growth depends on a variety of factors, including our ability to increase vehicle sold volumes and loan transaction volumes, expand our product and service offerings, including information systems development, acquire and integrate additional business entities, manage expansion, control costs in our operations, introduce fee increases, and retain our executive officers and key employees. We cannot predict whether our growth strategy will be successful. In addition, we cannot predict what portion of overall sales will be conducted through online auctions or other remarketing methods in the future and what impact this may have on our auction business.

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SUMMARY

This summary description about us and our business highlights selected information contained elsewhere in this prospectus supplement or incorporated by reference into this prospectus supplement. It does not contain all the information you should consider before purchasing our securities. This summary may not contain all of the information that may be important to you. You should read in their entirety this prospectus supplement, the accompanying prospectus and any other related free writing prospectus, together with the additional information described under the section entitled Where You Can Find More Information beginning on page S-35 of this prospectus supplement. You should pay special attention to the Risk Factors section beginning on page S-11 of this prospectus supplement and in our annual report on Form 10-K for the year ended December 31, 2012, which is incorporated by reference in this prospectus supplement, to determine whether an investment in our common stock is appropriate for you.

Our Company

We are a leading provider of vehicle auction services in North America. We facilitate an efficient marketplace by providing auction services for sellers of used, or whole car, vehicles and salvage vehicles through our 230 physical auction locations as of December 31, 2012, and multiple proprietary Internet venues. In 2012, we facilitated the sale of over 3.3 million used and salvage vehicles. Our revenues are generated through auction fees from both vehicle buyers and sellers, as well as by providing value-added ancillary services, including transportation, reconditioning, inspections, marshalling, titling and floorplan financing. We facilitate the transfer of ownership directly from seller to buyer and generally we do not take title to or ownership of vehicles sold at our auctions. For the year ended December 31, 2012, our revenues totaled $1,963 million, and our Adjusted EBITDA was $500.2 million. For the year ended December 31, 2012, our net income was $92.0 million. For a reconciliation of net income (loss) to Adjusted EBITDA, which is a non-GAAP financial measure, see Summary Consolidated Financial Data.

ADESA, our whole car auction services business, is the second largest provider of used vehicle auction services in North America. Vehicles at ADESA s auctions are typically sold by commercial fleet operators, financial institutions, rental car companies, used vehicle dealers and vehicle manufacturers and their captive finance companies to franchised and independent used vehicle dealers. In 2011, we acquired OPENLANE, the premier upstream online platform focused on private label auction sales for automobile original equipment manufacturers, or OEMs, and their captive finance companies. OPENLANE provides a comprehensive remarketing solution to automobile manufacturers, captive finance companies, lease and daily rental car companies, financial institutions and wholesale automobile auctions. IAA, our salvage auction services business, is one of the two largest providers of salvage auction services in North America. Vehicles at our salvage auctions are typically damaged or low-value vehicles that are predominantly sold by automobile insurance companies, non-profit organizations, automobile dealers, vehicle leasing companies and rental car companies to licensed dismantlers, rebuilders, scrap dealers or qualified public buyers. An important component of ADESA s and IAA s services to their buyers is providing short-term inventory-secured financing, known as floorplan financing, primarily to independent used vehicle dealers through our wholly-owned subsidiary AFC.

As of December 31, 2012, we had a network of 67 whole car auction locations and 163 salvage auction locations. Our auction locations are primarily standalone facilities dedicated to either whole car or salvage auctions; however, some of our sites are utilized to service both whole car and salvage customers at the same location. We believe our extensive geographic network and diverse product offerings enable us to leverage relationships with North American providers and buyers of used and salvage vehicles.

Our Industry

Auctions are the hub of the remarketing system for used and salvage vehicles, bringing professional sellers and buyers together and creating a marketplace for the sale of these vehicles. Whole car auction vehicles include

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vehicles from dealers turning their inventory, off-lease vehicles, vehicles repossessed by financial institutions and rental and other program fleet vehicles that have reached a predetermined age or mileage. The salvage vehicle auction industry provides a venue for sellers, primarily automobile insurance companies, to dispose or liquidate damaged or low value vehicles to dismantlers, rebuilders, scrap dealers or qualified public buyers. The following are key industry highlights:

Whole Car Auction Industry Volumes

During the period from 1999 to 2009, approximately 9 to 10 million used vehicles per year were sold in North America through whole car auctions. In 2010 and 2011, this number declined to 8.4 million and 7.7 million units, respectively. Data for the whole car auction industry is collected by the National Auto Auction Association, or NAAA, through an annual survey. NAAA industry volumes for 2012 have not yet been released; however, we estimate that used vehicle auction volumes in North America during 2012 will be consistent with 2011. The reduction in auction volumes since 2009 is attributable to supply shortages in the North American whole car auction industry caused principally by declines in new vehicle sales and lease originations from 2007 to 2009 and declines in repossessions from 2009 to 2012. We expect the industry to experience an increase in whole car auction volumes as a result of increasing new vehicle sales and lease originations since 2009 and improving credit availability.

Salvage Auction Industry Volumes

We believe that the North American salvage vehicle auction industry volumes are affected primarily by accident rates, the age of the vehicle fleet on the road, miles driven, weather, the increased complexity of vehicles in operation and the increased utilization of after-market recycled parts within the collision repair industry. Vehicles deemed a total loss by automobile insurance companies represent the largest category of vehicles sold in the salvage vehicle auction industry. As vehicle design becomes more complex with additional enhancements, such as airbags and electrical components, vehicles are more costly to repair following an accident and insurance companies are more likely to declare a damaged vehicle a total loss. In addition, the utilization of recycled parts from salvage vehicles by the collision repair industry continues to increase as the quality of these parts gains wider acceptance and insurance companies attempt to reduce their repair claim costs. We believe that salvage volumes will continue to grow over time as the salvage auction industry expands the number of non-insurance vehicles sold, including charity, direct-to-consumer and dealer sales.

Consolidated Whole Car and Salvage Auction Markets

The North American used vehicle auction market is largely consolidated. We estimate that Manheim, a subsidiary of Cox Enterprises, and ADESA together represent approximately 70% of the North American whole car auction market. We estimate that ADESA represents approximately 24% of the North American whole car auction market. The North American salvage vehicle auction market is also largely consolidated with the top two competitors, IAA and Copart, Inc., together representing an estimated 70% of the market, with each representing approximately equivalent shares.

High Barriers to Entry

High barriers to entry make it difficult for new entrants to capture significant market share. The required investment in technology and related infrastructure in addition to ongoing maintenance costs required to meet customers demands present challenges for new entrants. Large tracts of land and a significant investment in facilities and land improvements are required to build new physical auctions. In addition, the need to comply with regulatory requirements would pose a challenge for new entrants to build a large-scale operation. Larger participants are also able to better develop relationships with many of the major whole car and salvage sellers and buyers, which increases the sellers flexibility to redistribute vehicles to markets where demand best matches supply in order to maximize proceeds, while also reducing the cost of disposition.

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Our Competitive Strengths

Leading Provider of Both Whole Car and Salvage Vehicle Auctions

We are the second largest provider of whole car auctions and the co-leader of salvage vehicle auctions and related services in North America, with estimated market shares of approximately 24% and 35% in the whole car and salvage auction markets, respectively. As of December 31, 2012, we had 67 whole car and 163 salvage auction locations and are the only company in North America with a top two market share position in both the whole car and salvage auction markets. Our market presence, including 12 co-located whole car and salvage facilities, in the 75 largest metropolitan markets in the United States and Canada enables us to attract large whole car and salvage sellers while simultaneously maintaining strong relationships with local franchised and independent automobile dealers. Our auctions attract a high volume of vehicles, thereby ensuring sufficient supply to create the successful marketplaces that buyers and sellers demand. We also have a leading market position in the floorplan financing industry. AFC has 104 branches primarily supporting over 11,000 independent dealers across North America who purchase vehicles primarily from whole car auctions. Our ability to provide floorplan financing facilitates the growth of vehicle sales at auction.

Sophisticated Internet-Based Auction Services Complement Physical Presence

The services that we provide are augmented by state-of-the-art information technology solutions, enabling our buyers and sellers to maximize exposure and salability of inventory at all points in the remarketing lifecycle.

ADESA

For our whole car customers, we complement physical auction with OPENLANE (the premier upstream online platform focused on private label auction sales for automobile manufacturers, captive finance companies and other institutions), LiveBlock™ (real-time simulcast of the physical auction via the Internet, provided by our wholly-owned subsidiary LAI), DealerBlock® (24/7 interactive, virtual auctions) and customized private label solutions that allow our institutional consignors to offer vehicles via the Internet prior to arrival at the physical auction.

IAA

For our salvage buyers, we complement physical auctions with i-Bid LIVE™, a real-time simulcast of the physical auction via the Internet, which allows both a live and Internet buyer to participate in the auctions. i-Bid LIVE s feature rich user interface allows buyers to search inventory, review photos, set up alerts, shop for and purchase vehicles, bid and buy all from one platform. i-Bid LIVE is also mobile-compatible, providing buyers the added flexibility to participate in IAA auctions from a smart phone or tablet, and is available as a mobile application.

Suppliers, including insurance companies and other participants, can also better process and manage their salvage inventory with IAA s technology. Specific to insurance company suppliers, IAA s patent-pending title procurement tools provide an efficient method of procuring titles and tracking a vehicle s title in the process. This helps reduce cycle time for insurance companies and provides for faster sales of total loss vehicles through IAA s auctions. In addition, IAA s proprietary Internet-based salvage management tool, CSAToday™, provides transparency to suppliers inventory, as well as provides tools, such as salvage return analysis and electronic assignment interfaces. CSAToday is also mobile-compatible, which provides added efficiency to suppliers.

Provider of High Value Added, Integrated Vehicle Auction Services

We offer a full range of integrated pre- and post-auction services aimed at assisting our customers in the redistribution of their vehicles in an efficient and cost-effective manner. Our services are provided by ADESA at its physical auction locations and wholly-owned brands such as AFC, CarsArrive, Professional Auto Remarketing (PAR), AutoVIN and Dent Demon. For the year ended December 31, 2012, we generated a combined total of more than $600 million of revenue from pre- and post-auction services. Pre-auction services include transportation, reconditioning (such as detailing, body repairs and light mechanical repairs), inspections, storage, titling and other administrative services. Post-auction services include post-sale inspections, reconditioning, the clearing of auction proceeds and collections, floorplan financing, ownership transfer, storage, vehicle delivery and customized reporting and analyses. The combination of our physical auction locations, Internet-based solutions and ancillary services offers our customers a single vendor solution to meet all of their vehicle redistribution needs.

Longstanding Customer Relationships and Diversified Customer Base

We have established long-term customer relationships with franchised and independent vehicle dealers, institutional customers and automobile insurance companies. Our combined whole car and salvage buyer base exceeds 150,000 registered buyers in over 100 countries. No single customer accounted for more than 2% of our consolidated revenue in 2012, and our average relationship is more than ten years with our top ten vehicle suppliers. We believe this diversity allows us to better withstand changes in the economy and market conditions. ADESA enjoys long-term relationships with major vehicle manufacturers, vehicle finance companies, vehicle fleet companies and rental car companies in North America, including, but not limited to, GM Financial, Capital One Auto Finance, Avis, Chase Auto Finance, Enterprise Rent-A-Car, Ford, GE Capital, General Motors, Hertz, Honda, HSBC, Mercedes-Benz, Santander Consumer, Toyota and Wells Fargo. Furthermore, OPENLANE operates private label platforms for many leading OEMs, including Ford, Honda, Volkswagen, Hyundai, Chrysler, GM Financial, BMW and others. IAA enjoys long-term relationships with top automobile insurers, including, but not limited to, American Family Insurance, GEICO, Progressive, State Farm, USAA and Zurich Financial Services.

Low Capital Intensity and Resilient Financial Model

Our low maintenance capital expenditures and working capital requirements enable the business to generate consistently strong cash flows through a diversified mix of operations. Our business segments are complementary to each other and create a resilient platform for future growth. We generally do not take title to or bear the risk of loss for vehicles sold at whole car or salvage auctions. Furthermore, customers do not receive title or possession of vehicles after purchase until payment is received, proof of floorplan financing is provided or credit is approved. These requirements contribute to limited inventory and accounts receivable exposure. We expect our low capital intensity financial model to allow us to produce significant free cash flow in the future enabling us to continue to reduce debt and return capital to shareholders.

Strong Management Team with Track Record of Driving Growth and Improving Efficiency

Our senior management team continues to implement and execute on various growth initiatives that have resulted in increasing revenue and gross profit expansion during the past five years. Through a better coordination of corporate sales efforts and local auction operations, in addition to numerous strategic Internet initiatives, we have organically grown our revenues at auction while facing decreasing trends in industry volumes. Furthermore, the management team has implemented a disciplined expansion strategy, acquiring or building numerous auction locations and offering more services since 2009. We believe our management team s integration experience and cost discipline will continue to be a competitive advantage as we grow both organically and across the remarketing lifecycle through selective acquisitions. In addition, we have reduced costs through the integration of operating systems and introduction of standard operating practices across all auction sites, resulting in improved operating efficiencies, reduced headcount and improved operating profit at existing and acquired sites.

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Our Business Strategy

We continue to focus on growing our revenues and profitability through the execution of the following key operating strategies:

Expand Opportunities for Customers to Buy and Sell Online

We are focused on enhancing our Internet solutions in all of the key channels, and we will continue to invest in our technology platforms to capitalize on new opportunities and attract new customers. Online vehicle remarketing solutions provide the opportunity to improve the customer experience, expand our volume of transactions and potentially increase proceeds for sellers through greater buyer participation at auctions. We acquired OPENLANE in order to better capitalize on the increasing use of the Internet as a means to purchase wholesale vehicles. OPENLANE offers comprehensive private label remarketing solutions to automobile manufacturers, captive finance companies, lease and daily rental car companies, financial institutions and wholesale automobile auctions throughout the United States and Canada. IAA is the only national salvage auction company that offers buyers both live and Internet purchasing opportunities. ADESA provides online solutions to sell vehicles directly from a dealership or other interim storage location (upstream selling), online solutions to offer vehicles for sale while in transit to auction locations (midstream selling) and broadcasting video and audio of the physical auctions to online bidders (simulcast).

Grow Our Dealer Consignment Business

The dealer consignment business is a highly market-specific business that requires local auction sales representatives who have experience in the used vehicle business and an intimate knowledge of their local market. We have augmented our local auction teams with the addition of corporate-level resources focused on growing the number of dealer vehicles sold at our physical and online auctions. The corporate team assists the local sales representatives in developing and implementing standard best practices for building and maintaining relationships with dealers to increase our market share. Our sales representatives also utilize proprietary technology solutions to maintain and grow the dealer consignment business by strategically matching the supply of vehicles with prospective buyers at auction. We believe this combination of a standard centralized approach with decentralized resources close to large populations of dealers will enhance our relationships with the dealer community and increase dealer volumes at our whole car auctions. On a same store basis, our dealer consignment sales volumes were up approximately 11% and 13% for the years ended December 31, 2012 and 2011, respectively, compared with the same periods in prior years.

Continue to Grow Revenue per Vehicle

From 2008 through 2012, our whole car (excluding OPENLANE) and salvage revenue per vehicle grew at compound annual growth rates of 1.7% and 3.3%, respectively. Revenue per vehicle generally consists of auction fees and fees from ancillary services. Increased utilization of ancillary services, selective fee increases, higher used vehicle prices and the introduction of new product offerings were key components of this growth. We believe these services provide economic benefits to our customers who are willing to utilize our products and services that improve their ability to manage their remarketing efforts and increase their returns. We plan to grow revenue by increasing customer utilization of these existing products and by enhancing our core auction services through such initiatives as increasing the number of vehicles offered both online and at physical auctions.

Leverage AFC s Products and Services at ADESA and IAA

We intend to selectively grow AFC while using enhanced credit analysis and risk management techniques to mitigate risk. We will continue to focus on expanding dealer coverage and improving coordination with ADESA and IAA to capitalize on cross-selling opportunities with AFC. By encouraging a collaborative marketing effort

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between AFC, ADESA and IAA, we believe we can market an enterprise solution more effectively to used vehicle dealers and tailor AFC s financing products to individual dealer needs. We will maintain our focus on generating additional revenues by expanding our suite of floorplan financing and related products and services and leveraging our market position, broad infrastructure and diversified business relationships to capitalize on current market opportunities.

Grow Our Non-Insurance Salvage Auction Customer Base

More than 12 million vehicles are de-registered annually, but only approximately 3.5 million are sold through salvage auctions, mostly by automobile insurance companies. In order to capture a greater portion of the total unit volume, we are increasingly focused on growing our vehicle supplier base, with a particular focus on non-insurance company customers, which includes charitable organizations, rental car, captive finance and fleet companies, as well as the general public. ADESA s strong customer relationships with used vehicle dealers as well as rental car, captive finance and fleet companies provide an advantage in accessing such segments, as these customers already use ADESA s whole car auction services.

Continue to Improve Operating Efficiency

We continue to focus on reducing costs by optimizing efficiency at each of our auction locations and consolidating certain management functions. Since 2007, a number of initiatives have been implemented, which have streamlined operations and improved operating efficiencies. As part of these initiatives, we introduced a management operating system to actively monitor and manage staffing levels and, as a result, have realized additional labor efficiency gains. Additional efficiencies have been gained through two of our wholly-owned subsidiaries, AuctionTrac, a vehicle tracking system at ADESA, and CarsArrive, an Internet-based system that allows customers to review instantly price quotes, delivery times, available transportation loads and also to receive instant notification of available shipments.

Use Excess Cash Flow to Reduce Debt and Return Capital to Shareholders

We generate strong cash flows as a result of our attractive gross margins, the ability to leverage our corporate infrastructure across our multiple auction locations, low maintenance capital expenditures and limited working capital requirements. Management plans to utilize a significant portion of excess cash generated by the business for debt reduction and return capital to shareholders for the foreseeable future. We generated $290.2 million and $305.8 million of cash flow from operations for the years ended December 31, 2012 and 2011, respectively. On November 30, 2012, we announced that our board of directors approved the initiation of a quarterly cash dividend on our common stock and declared an initial quarterly cash dividend of $0.19 per share, representing an annualized dividend of $0.76 per share, which was paid in December 2012. After paying any future dividends to shareholders (subject to prior declaration by our board of directors), we expect that significant cash flow will remain to support further de-leveraging and to support growth initiatives.

On February 20, 2013, we announced that our board of directors declared a cash dividend of $0.19 per share payable on April 4, 2013 to stockholders of record at the close of business on March 25, 2013.

Selective Acquisitions and Greenfield Expansion

Increased demand for single source solutions by our customers and other factors may increase our opportunities to acquire competitors. Both ADESA and IAA have a strong record of acquiring and integrating independent auction operations and improving profitability. We will continue to evaluate opportunities to open and acquire new sites in selected markets in order to effectively leverage our sales and marketing capabilities and expand our geographic presence for both ADESA and IAA. In addition, we may pursue opportunities to acquire additional product offerings in each of our business segments.

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Increase Our International Presence

In both our whole car and salvage vehicle businesses, we have experience managing a global buyer base with relationships in over 100 countries. We believe we are well positioned to grow internationally through both technology-based and physical auction expansion. We continue to identify opportunities to expand certain of our service offerings globally and specifically plan to extend our OPENLANE technology. We expect that our ability to efficiently layer in the OPENLANE product and technology licensing will allow us to conveniently enter mature auction markets.

Recent Developments

Amendment to Credit Agreement

On February 28, 2013, we announced that we intend to seek an amendment to our credit agreement that would, among other things, result in lower interest costs by refinancing all currently outstanding term loans with a new tranche of term loans. We are also seeking to raise up to $150.0 million of incremental term loan commitments, the proceeds of which will be used to redeem our outstanding $150.0 million aggregate principal amount of floating rate senior notes due May 1, 2014. We anticipate that the credit agreement amendment will be completed in March 2013. However, there can be no assurance that we will be able to complete the amendment, which is subject to market and other customary conditions.

Amendments to Stock Option Grants

On March 1, 2013, our board of directors approved amendments to certain grants of exit options that vest based on a 90-day average closing price of our common stock being above a stated dollar amount, which dollar amount varies by grant. Generally, such vesting terms were amended to change the vesting measurement from requiring that the average closing price over a period of 90 trading days be greater than a specified dollar amount to instead requiring that the closing price be greater than the specified dollar amount over a period of 20 consecutive trading days. As a result of this change, effective on March 1, 2013, approximately 1.4 million of such exit options (with an aggregate spread value of approximately $15 million) became vested. In addition, we estimate that the incremental expense related to the amendment is immaterial and will be recognized over a period of approximately two years.

Our Corporate Information

Our principal executive offices are located at 13085 Hamilton Crossing Boulevard, Carmel, Indiana 46032, and our telephone number is (800) 923-3725. Our website is located at www.karauctionservices.com. The information on, or accessible through, the website is not a part of, or incorporated by reference into, this prospectus supplement. This reference to our website is an inactive textual reference only and is not a hyperlink. You should not consider the contents of our website in making an investment decision with respect to our securities.

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The Offering

Common stock offered by the selling stockholder	13,000,000 shares
Option to purchase additional shares from the selling stockholder	1,950,000 shares
Common stock outstanding before and after this offering(1)	136,743,228 shares
Use of proceeds	We will not receive any proceeds from the sale of shares of common stock by the selling stockholder in this offering. The selling stockholder will receive all net proceeds from this offering.
NYSE symbol	KAR
Risk Factors	Investing in our common stock involves risks. See Risk Factors beginning on page S-11 and in our annual report on Form 10-K for the year ended December 31, 2012, which is incorporated by reference in this prospectus supplement, to read about factors you should consider before buying our common stock.
Conflict of Interest	Because affiliates of Goldman, Sachs & Co. beneficially own more than 10% of our outstanding common stock, Goldman, Sachs & Co. is deemed to be an affiliate of the Company within the meaning of Rule 5121 of the Financial Industry Regulatory Authority, or Rule 5121, and is deemed to have a conflict of interest under Rule 5121. In addition, KAR LLC, the selling stockholder and an affiliate of Goldman, Sachs & Co., will receive all of the net proceeds of this offering. Accordingly, this offering will be made in compliance with the applicable provisions of Rule 5121 as required by Rule 5121. Because there is a bona fide public market (as defined in Rule 5121) for our common stock, the Rule 5121 requirement for the participation of a qualified independent underwriter does not apply to this offering.

(1) Based on the number of shares of our common stock outstanding as of February 12, 2013. Does not include 3,354,966 shares of common stock reserved for future issuance under our equity incentive plans or 9,429,887 shares of common stock issuable upon the exercise of stock options outstanding as of February 12, 2013, at a weighted average exercise price of $11.54 per share.

Except as otherwise indicated, the information in this prospectus supplement assumes no exercise of the underwriters option to purchase additional shares.

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Summary Consolidated Financial Data

The following table sets forth our summary consolidated financial data as of the dates and for the periods indicated. The summary consolidated financial data as of and for the years ended December 31, 2012, 2011 and 2010 have been derived from our audited consolidated financial statements and the related notes incorporated by reference in this prospectus supplement.

The following summary consolidated financial data should be read in conjunction with Risk Factors, our audited consolidated financial statements and related notes, and other financial information incorporated by reference in this prospectus supplement.

	Years Ended December 31,		
(Dollars in millions except per share amounts)	**2012**	**2011**	**2010**
Operations:			
Operating revenues			
ADESA	$ 1,053.5	$ 1,017.4	$ 1,075.9
IAA	716.1	700.1	610.4
AFC	193.8	168.8	136.3
Total operating revenues	1,963.4	1,886.3	1,822.6
Operating expenses (exclusive of depreciation and amortization)	1,506.2	1,424.6	1,382.5
Operating profit	267.0	281.9	268.8
Interest expense	119.4	143.1	141.4
Income from continuing operations	92.0	72.2	69.6
Net income	92.0	72.2	69.6
Net income per share			
Basic	0.67	0.53	0.52
Diluted	0.66	0.52	0.51
Weighted average shares outstanding			
Basic	136.5	136.0	134.9
Diluted	139.0	137.8	135.9
Cash dividends declared per common share	0.19		

	As of December 31,		
	2012	**2011**	**2010**
Financial Position:			
Working capital(1)	$ 294.5	$ 177.0	$ 287.9
Total assets	4,922.3	4,779.1	4,525.0
Total debt, net of unamortized debt discount	1,818.3	1,902.8	1,875.7
Total stockholders equity	1,443.7	1,343.2	1,244.6

	Years Ended December 31,		
	2012	**2011**	**2010**
Other Financial Data:			
EBITDA(2)	$ 460.9	$ 412.6	$ 409.4
Adjusted EBITDA(2)	500.2	487.2	475.2
Net cash provided by operating activities	290.2	305.8	467.6
Capital expenditures	102.0	85.8	78.9
Depreciation and amortization	190.2	179.8	171.3

(1) Working capital is defined as current assets less current liabilities.

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(2) EBITDA and Adjusted EBITDA, as presented herein, are supplemental measures of our performance that are not required by, or presented in accordance with, generally accepted accounting principles in the United States, or GAAP. They are not measurements of our financial performance under GAAP and should not be considered substitutes for net income (loss) or any other performance measures derived in accordance with GAAP.

EBITDA is defined as net income (loss), plus interest expense net of interest income, income tax provision (benefit), depreciation and amortization. Adjusted EBITDA is EBITDA adjusted for the items of income and expense and expected incremental revenue and cost savings as follows (a) gains and losses from asset sales; (b) unrealized foreign currency translation gains and losses in respect of indebtedness; (c) certain non-recurring gains and losses; (d) stock option expense; (e) certain other noncash amounts included in the determination of net income; (f) management, monitoring, consulting and advisory fees paid to the equity sponsors; (g) charges and revenue reductions resulting from purchase accounting; (h) unrealized gains and losses on hedge agreements; (i) minority interest expense; (j) expenses associated with the consolidation of salvage operations; (k) consulting expenses incurred for cost reduction, operating restructuring and business improvement efforts; (l) expenses realized upon the termination of employees and the termination or cancellation of leases, software licenses or other contracts in connection with the operational restructuring and business improvement efforts; (m) expenses incurred in connection with permitted acquisitions; (n) any impairment charges or write-offs of intangibles; and (o) any extraordinary, unusual or non-recurring charges, expenses or losses.

Management believes that the inclusion of supplementary adjustments to EBITDA applied in presenting Adjusted EBITDA is appropriate to provide additional information to investors about one of the principal measures of performance used by our creditors. In addition, management uses Adjusted EBITDA to evaluate our performance and to evaluate results relative to incentive compensation targets. EBITDA and Adjusted EBITDA have limitations as analytical tools, and should not be considered in isolation or as a substitute for analysis of the results as reported under GAAP. These measures may not be comparable to similarly titled measures reported by other companies.

The following table reconciles EBITDA and Adjusted EBITDA to net income for the periods presented:

(Dollars in millions)	**Years Ended December 31,**		
	2012	**2011**	**2010**
Net income	$ 92.0	$ 72.2	$ 69.6
Add back:			
Income taxes	59.6	17.8	27.2
Interest expense, net of interest income	119.1	142.8	141.3
Depreciation and amortization	190.2	179.8	171.3
EBITDA	460.9	412.6	409.4
Adjustments	30.2	74.6	65.8
Superstorm Sandy	9.1		
Adjusted EBITDA	$ 500.2	$ 487.2	$ 475.2

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RISK FACTORS

An investment in our securities involves a high degree of risk. You should carefully consider the specific risks described below in addition to those set forth under Risk Factors in our annual report on Form 10-K for the year ended December 31, 2012, which is incorporated by reference in this prospectus supplement, before making an investment decision. If any of these risks actually materializes, our business, financial condition, results of operations and prospects could be materially adversely affected. As a result, the value of our securities could decline and you could lose part or all of your investment. These risks are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also materially affect our business, financial condition, results of operations and prospects. See the section entitled Where You Can Find More Information beginning on page S-35 of this prospectus supplement.

Risks Related to this Offering and Ownership of Our Common Stock

The market price and trading volume of our common stock may be volatile, which could result in rapid and substantial losses for our stockholders.

You should consider an investment in our common stock to be risky, and you should invest in our common stock only if you can withstand a significant loss and wide fluctuations in the market value of your investment. Many factors could cause the market price of our common stock to rise and fall, including the following:

- our announcements or our competitors announcements regarding new products or services, enhancements, significant contracts, acquisitions or strategic investments;
- changes in earnings estimates or recommendations by securities analysts, if any, who cover our common stock;
- results of operations that are below our announced guidance or below securities analysts or consensus estimates or expectations;
- fluctuations in our quarterly financial results or the quarterly financial results of companies perceived to be similar to us;
- changes in our capital structure, such as future issuances of securities, sales of large blocks of common stock by our stockholders or our incurrence of additional debt;
- investors general perception of us and our industry;
- changes in general economic and market conditions in North America;
- changes in industry conditions; and
- changes in regulatory and other dynamics.

In addition, if the market for stocks in our industry, or the stock market in general, experiences a loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, financial condition or results of operations. If any of the foregoing occurs, it could cause our stock price to fall and may expose us to lawsuits that, even if successfully defended, could be costly to defend and a distraction to management.

Future offerings of debt or equity securities, which would rank senior to our common stock, may adversely affect the market price of our common stock.

If, in the future, we decide to issue debt or equity securities that rank senior to our common stock, it is likely that such securities will be governed by an indenture or other instrument containing covenants restricting our operating flexibility. Additionally, any convertible or exchangeable securities that we issue in the future may have rights, preferences and privileges more favorable than those of our common stock and may result in dilution to owners of our common stock. We and, indirectly, our stockholders, will bear the cost of issuing and servicing such securities. Because our decision to issue debt or equity securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, holders of our common stock will bear the risk of our future offerings reducing the market price of our common stock and diluting the value of their stock holdings in us.

The market price of our common stock could be negatively affected by sales of substantial amounts of our common stock in the public markets.

At February 12, 2013, there were 136,743,228 shares of our common stock outstanding, including the shares to be sold by the selling stockholder in this offering. All of the common stock sold in this offering will be freely transferable, except for any shares held by our affiliates, as that term is defined in Rule 144 under the Securities Act of 1933, as amended, or the Securities Act. Pursuant to a registration rights agreement entered into in connection with the 2007 Transactions, KAR LLC caused us to file a registration statement under the Securities Act, including the accompanying prospectus, covering resales of all shares of our common stock held by KAR LLC. These shares represent approximately 66.8% of our outstanding common stock. Following completion of the offering, approximately 57.3% of our outstanding common stock (or approximately 55.9% if the underwriters exercise in full their option to purchase additional shares) will be held indirectly through their investment in KAR LLC by affiliates of the Equity Sponsors, other equity co-investors and members of our management. These shares also may be sold pursuant to Rule 144 under the Securities Act, depending on the holding period and subject to restrictions in the case of shares held by persons deemed to be our affiliates. As restrictions on resale end or if KAR LLC exercises its registration rights, the market price of our stock could decline if KAR LLC sells the restricted shares or is perceived by the market as intending to sell them.

We, our executive officers, our directors, KAR LLC and the Equity Sponsors, have agreed with the underwriters, subject to certain exceptions, not to dispose of or hedge any of their common stock or securities convertible into or exchangeable for shares of common stock during the period from the date of this prospectus continuing through 90 days after the date of this prospectus supplement except with the prior written consent of Credit Suisse Securities (USA) LLC and Goldman, Sachs & Co. See Underwriting.

Pursuant to a registration statement under the Securities Act, we have registered shares of common stock reserved for issuance in respect of stock options and other incentive awards granted to our officers and certain of our employees. If any of these holders cause a large number of securities to be sold in the public market, the sales could reduce the trading price of our common stock. These sales also could impede our ability to raise future capital.

Provisions in our amended and restated certificate of incorporation and by-laws, and of Delaware law, may prevent or delay an acquisition of us, which could decrease the trading price of our common stock.

Our amended and restated certificate of incorporation and by-laws contain provisions that may be considered to have an anti-takeover effect and may delay or prevent a tender offer or other corporate transaction that a stockholder might consider to be in its best interest, including those transactions that might result in a premium over the market price for our shares.

These provisions include:

- limiting the right of stockholders to call special meetings of stockholders to holders of at least 35% of our outstanding common stock;
- rules regarding how our stockholders may present proposals or nominate directors for election at stockholder meetings;
- permitting our board of directors to issue preferred stock without stockholder approval;
- granting to the board of directors, and not the stockholders, the sole power to set the number of directors; and
- authorizing vacancies on our board of directors to be filled only by a vote of the majority of the directors then in office and specifically denying our stockholders the right to fill vacancies in the board.

From and after the time that KAR LLC no longer has beneficial ownership of 35% or more of our outstanding common stock, these provisions will also include:

- authorizing the removal of directors only for cause and only upon the affirmative vote of holders of a majority of the outstanding shares of our common stock entitled to vote for the election of directors; and

- prohibiting stockholder action by written consent.

These provisions apply even if an offer may be considered beneficial by some stockholders.

The Equity Sponsors (through KAR LLC) will continue to have significant influence over us after this offering, including control over decisions that require the approval of shareholders, which could limit your ability to influence the outcome of key transactions, including a change of control.

Currently, we are indirectly controlled by affiliates of the Equity Sponsors. Affiliates of the Equity Sponsors, other equity co-investors and management will indirectly own through their investment in KAR LLC approximately 57.3% of our common stock (or approximately 55.9% if the underwriters exercise in full their option to purchase additional shares) after the completion of this offering. As a result, affiliates of the Equity Sponsors will have control over our decisions to enter into any corporate transaction and the ability to prevent any transaction that requires shareholder approval regardless of whether others believe that the transaction is in our best interests. So long as the Equity Sponsors continue to indirectly hold a majority of our outstanding common stock, they will have the ability to control the vote in any election of directors.

We have entered into a director designation agreement that provides for the rights of KAR LLC directly, and the Equity Sponsors indirectly, to nominate designees to our board of directors.

The Equity Sponsors are also in the business of making investments in companies and may from time to time acquire and hold interests in businesses that compete directly or indirectly with us. The Equity Sponsors may also pursue acquisition opportunities that are complementary to our business and, as a result, those acquisition opportunities may not be available to us. So long as the Equity Sponsors, or other funds controlled by or associated with the Equity Sponsors, continue to indirectly own a significant amount of our outstanding common stock, even if such amount is less than 50%, the Equity Sponsors will continue to be able to strongly influence or effectively control our decisions. The concentration of ownership may have the effect of delaying, preventing or deterring a change of control of our company, could deprive shareholders of an opportunity to receive a premium for their common stock as part of a sale of our company and might ultimately affect the market price of our common stock.

Under our amended and restated certificate of incorporation, the Equity Sponsors and, in some circumstances, any of our directors and officers who is also a director, officer, manager, member or employee of any of our Equity Sponsors, have no obligation to offer us corporate opportunities.

Our amended and restated certificate of incorporation provides that the Equity Sponsors and their respective subsidiaries and affiliates have the right to engage or invest in, and do not have a duty to abstain from engaging or investing in, the same or similar businesses as us, do business with any of our clients, customers or vendors or employ or otherwise engage any of our officers, directors or employees. If any Equity Sponsor or any of its officers, directors, managers, members, partners or employees acquires knowledge of a potential transaction that could be a corporate opportunity for us, such person has no duty to offer that opportunity to us, our stockholders or our affiliates, even if it is one that we might reasonably have pursued. Neither the Equity Sponsors nor their officers, directors, managers, members, partners or employees will generally be liable to us or our stockholders for breach of any duty by reason of engaging in such activities. In addition, any of our directors and officers who is also a director, officer, manager, member, partner or employee of any of our Equity Sponsors and is offered or acquires knowledge of a corporate opportunity, other than solely in such person s capacity as our director or officer, will not have any liability to us if any of the Equity Sponsors pursues or acquires such corporate opportunity.

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You may not receive any future dividends on our common stock.

On November 30, 2012, we announced that our board of directors approved the initiation of a quarterly cash dividend on our common stock. Holders of our common stock are only entitled to receive such dividends as our board of directors may declare out of funds legally available for such payments. We are not required to declare cash dividends on our common stock. Future dividend decisions will be based on and affected by a variety of factors, including our financial condition and results of operations, contractual restrictions, including restrictive covenants contained in our credit agreement, AFC s securitization facilities and the indenture governing our outstanding debt securities, capital requirements and other factors that our board of directors deems relevant. Therefore, no assurance can be given as to whether any future dividends may be declared by our board of directors or the amount thereof. See Dividend Policy.

We are a controlled company within the meaning of the NYSE rules and, as a result, qualify for, and rely on, exemptions from certain corporate governance requirements. You will not have the same protections afforded to shareholders of companies that are subject to such requirements.

KAR LLC controls a majority of the voting power of our outstanding common stock. As a result, we are a controlled company within the meaning of the NYSE corporate governance standards. Under these rules, a company of which more than 50% of the voting power is held by an individual, group or another company is a controlled company and may elect not to comply with certain corporate governance requirements, including:

- the requirement that a majority of the board of directors consist of independent directors;
- the requirement that we have a nominating/corporate governance committee that is composed entirely of independent directors with a written charter addressing the committee s purpose and responsibilities;
- the requirement that we have a compensation committee that is composed entirely of independent directors with a written charter addressing the committee s purpose and responsibilities; and
- the requirement for an annual performance evaluation of the nominating/corporate governance and compensation committees.

We are utilizing certain of these exemptions. As a result, our compensation committee does not consist entirely of independent directors. Accordingly, you may not have the same protections afforded to shareholders of companies that are subject to all of the corporate governance requirements of the NYSE.

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USE OF PROCEEDS

All shares of common stock sold pursuant to this prospectus supplement will be sold by the selling stockholder and we will not receive any of the proceeds from such sales.

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PRICE RANGE OF OUR COMMON STOCK

Our common stock is listed on the New York Stock Exchange, or the NYSE, under the symbol KAR and has been traded on the NYSE since December 11, 2009. Prior to that time, there was no public market for our common stock.

The following table sets forth the range of high and low intraday sales prices per share of common stock for the periods indicated as reported on the NYSE:

	2013	
	High	**Low**
1st Quarter (January 1 March 1)	$ 22.32	$ 19.73

	2012	
	High	**Low**
4th Quarter (October 1 December 31)	$ 20.49	$ 17.00
3rd Quarter (July 1 September 30)	$ 20.85	$ 14.10
2nd Quarter (April 1 June 30)	$ 18.57	$ 14.39
1st Quarter (January 1 March 31)	$ 16.85	$ 13.46

	2011	
	High	**Low**
4th Quarter (October 1 December 31)	$ 14.53	$ 10.92
3rd Quarter (July 1 September 30)	$ 19.64	$ 11.92
2nd Quarter (April 1 June 30)	$ 21.00	$ 15.30
1st Quarter (January 1 March 31)	$ 15.74	$ 13.75

	2010	
	High	**Low**
4th Quarter (October 1 December 31)	$ 14.37	$ 11.74
3rd Quarter (July 1 September 30)	$ 13.73	$ 11.03
2nd Quarter (April 1 June 30)	$ 15.84	$ 11.52
1st Quarter (January 1 March 31)	$ 15.56	$ 13.10

On March 1, 2013, the closing sale price of our common stock as reported on the NYSE was $21.53 per share.

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DIVIDEND POLICY

On November 30, 2012, we announced that our board of directors approved the initiation of a quarterly cash dividend on our common stock. On February 20, 2013, the board of directors announced a cash dividend of $0.19 per share payable on April 4, 2013 to stockholders of record at the close of business on March 25, 2013, representing an annualized dividend of $0.76 per share. Future dividend decisions will be based on and affected by a variety of factors, including our financial condition and results of operations, contractual restrictions, including restrictive covenants contained in our credit agreement, AFC s securitization facilities and the indenture governing our outstanding debt securities, capital requirements and other factors that our board of directors deems relevant. No assurance can be given as to whether any future dividends may be declared by our board of directors or the amount thereof.

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CAPITALIZATION

The following table sets forth our consolidated capitalization as of December 31, 2012.

You should read the data set forth in the table below in conjunction with Risk Factors, Selected Financial Data, our audited consolidated financial statements and related notes, and other financial information incorporated by reference in this prospectus supplement.

(Dollars in millions)	As of December 31, 2012	
Debt:		
Revolving credit facility	$	
Term Loan B (including $43.7 current position)		1,674.5
Floating Rate Senior Notes		150.0
Unamortized debt discount		(6.2)
Total debt		1,818.3
Stockholders equity:		
Common stock, par value $0.01 per share, 400,000,000 shares authorized, 136,657,645 shares issued and outstanding, actual		1.4
Preferred stock, par value $0.01 per share, 100,000,000 shares authorized, no shares issued and outstanding		
Additional paid-in capital		1,433.9
Accumulated deficit		(26.7)
Accumulated other comprehensive income		35.1
Total stockholders equity		1,443.7
Total capitalization	$	3,262.0

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SELECTED FINANCIAL DATA

The following consolidated financial data for the years ended December 31, 2012, 2011, 2010, 2009 and 2008 is based on our audited financial statements.

	Years Ended December 31,				
(Dollars in millions, except per share amounts)	2012	2011	2010	2009	2008
Operations:					
Operating revenues					
ADESA	$ 1,053.5	$ 1,017.4	$ 1,075.9	$ 1,088.5	$ 1,123.4
IAA	716.1	700.1	610.4	553.1	550.3
AFC	193.8	168.8	136.3	93.9	102.3
Total operating revenues	1,963.4	1,886.3	1,822.6	1,735.5	1,776.0
Operating expenses (exclusive of depreciation and amortization and impairment charges)	1,506.2	1,424.6	1,382.5	1,367.8	1,441.3
Goodwill and other intangibles impairment					164.4
Operating profit (loss)	267.0	281.9	268.8	195.3	(12.5)
Interest expense	119.4	143.1	141.4	172.6	215.2
Income (loss) from continuing operations	92.0	72.2	69.6	23.2	(216.2)
Net income (loss)	92.0	72.2	69.6	23.2	(216.2)
Net income (loss) per share					
Basic	0.67	0.53	0.52	0.21	(2.02)
Diluted	0.66	0.52	0.51	0.21	(2.02)
Weighted average shares outstanding					
Basic	136.5	136.0	134.9	108.0	106.9
Diluted	139.0	137.8	135.9	108.1	106.9
Cash dividends declared per common share	0.19				

	As of December 31,				
	2012	2011	2010	2009	2008
Financial Position:					
Working capital(1)	$ 294.5	$ 177.0	$ 287.9	$ 299.5	$ 304.3
Total assets	4,922.3	4,779.1	4,525.0	4,251.3	4,157.6
Total debt, net of unamortized debt discount	1,818.3	1,902.8	1,875.7	2,272.9	2,527.4
Total stockholders equity	1,443.7	1,343.2	1,244.6	1,141.5	750.7

	Years Ended December 31,				
	2012	2011	2010	2009	2008
Other Financial Data:					
Net cash provided by operating activities	$ 290.2	$ 305.8	$ 467.6	$ 250.8	$ 224.9
Capital expenditures	102.0	85.8	78.9	65.6	129.6
Depreciation and amortization	190.2	179.8	171.3	172.4	182.8

(1) Working capital is defined as current assets less current liabilities.

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SELLING STOCKHOLDER

KAR LLC is the sole selling stockholder under this prospectus supplement.

On April 20, 2007, KAR LLC acquired the shares that may be offered for resale pursuant to this prospectus supplement in connection with a merger and related transactions pursuant to which ADESA, Inc. and Insurance Auto Auctions, Inc. became subsidiaries of KAR Auction Services, the issuer of the shares offered hereby. At the time of the merger and until its initial public offering of common stock in December 2009, KAR Auction Services was a wholly-owned subsidiary of KAR LLC. In connection with the merger, KAR LLC contributed to KAR Auction Services approximately $1.1 billion of consideration, consisting of a combination of cash, stock of ADESA, Inc. and stock of Axle Holdings, Inc. (the then-owner of IAA), in exchange for the 106,853,660 shares offered for resale pursuant to the accompanying prospectus (after giving effect to certain capitalization transactions and a 10-for-1 stock split in December 2009). The per share purchase price was approximately $10 (after giving effect to a 10-for-1 stock split in December 2009).

See the Certain Related Party Relationships section of the proxy statement for our annual meeting of shareholders held on May 17, 2012, which is incorporated by reference into this prospectus supplement, for a description of material relationships between us and the selling stockholder.

The following table sets forth the name of the selling stockholder, the number of shares and percentage of our common stock beneficially owned by the selling stockholder as of February 12, 2013, the number of shares of common stock being sold in this offering and the number of shares to be beneficially owned by the selling stockholder after the completion of this offering. The applicable percentage of ownership for the selling stockholder is based on 136,743,228 shares of common stock outstanding as of February 12, 2013.

	Shares Beneficially Owned Prior to This Offering			Shares Beneficially Owned After This Offering	
Name of Beneficial Owner	**Number**	**Percent of Class**	**Number of Shares Offered**	**Number**	**Percent of Class**
KAR Holdings II, LLC	91,328,660	66.8%	13,000,000	78,328,660	57.3%

KAR LLC is controlled by the Equity Sponsors, which own common units in KAR LLC. The Equity Sponsors do not directly hold any shares of our common stock that may be offered for resale pursuant to this prospectus supplement.

The Equity Sponsors acquired common units in KAR LLC in connection with the above-mentioned merger and related transactions that occurred on April 20, 2007. In connection with the merger, the Equity Sponsors and the Company s management contributed to the selling stockholder approximately $1.1 billion of consideration, consisting of a combination of cash, stock of ADESA, Inc. and stock of Axle Holdings, Inc., in exchange for common units in KAR LLC.

Pursuant to the Second Amended and Restated Limited Liability Company Agreement of KAR LLC, as amended, the business and affairs of KAR LLC are managed by a board of directors. Affiliates of Kelso Investment Associates VII, L.P., GS Capital Partners VI, L.P. and ValueAct Capital Master Fund, L.P. each have the right to designate two directors for election to KAR LLC s board and affiliates of Parthenon Investors II, L.P. have the right to designate one director, in each case so long as they continue to hold a specified amount of their original common units.

Pursuant to a director designation agreement entered into in connection with the initial public offering of our common stock in December 2009, KAR LLC has the right to directly nominate individuals to our board of directors. The director designation agreement provides that, for so long as KAR LLC owns more than 10% of our outstanding common stock, no change will be made to the size of our board without the consent of KAR LLC. KAR LLC will have the right to nominate individuals to our board at each meeting of stockholders where

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directors are to be elected and, subject to limited exceptions, we will include in the slate of nominees recommended to our stockholders for election as directors the number of individuals designated by KAR LLC as follows (depending on the percentage ownership of KAR LLC at the time of such election):

so long as KAR LLC owns more than 50% of our outstanding common stock, seven individuals;

so long as KAR LLC owns 50% or less but at least 30% of our outstanding common stock, six individuals;

so long as KAR LLC owns less than 30% but at least 20% of our outstanding common stock, four individuals;

so long as KAR LLC owns less than 20% but at least 10% of our outstanding common stock, three individuals;

so long as KAR LLC owns less than 10% but at least 5% of our outstanding common stock, one individual; and

after such time as KAR LLC owns less than 5% of our outstanding common stock, no individuals.

The selling stockholder may be deemed to be an affiliate of Goldman, Sachs & Co., a registered broker-dealer. The selling stockholder acquired the shares offered pursuant to this prospectus supplement and that may be offered for resale pursuant to the accompanying prospectus with investment intent in the ordinary course of business (such business being the investment in and development of companies) in connection with the merger transaction described above. At the time of the purchase of these shares, neither the selling stockholder nor Goldman, Sachs & Co. had any agreements or understandings, directly or indirectly, with any person to distribute the securities.

The Equity Sponsors and certain members of management do not own the shares of our common stock offered pursuant to this prospectus supplement and that may be offered for resale pursuant to the accompanying prospectus. KAR LLC holds all of these shares and the Equity Sponsors and certain members of management hold common units in KAR LLC. The following table presents information on what the beneficial ownership of these shares would be if beneficial ownership of these shares were attributed to the Equity Sponsors and certain members of management based solely on their proportionate holdings of common units in KAR LLC at February 12, 2013. In addition, (i) the information presented in the footnotes to this table are based on shares beneficially owned prior to this offering and (ii) other than for KAR LLC, the number of shares deemed sold by each holder reflects a pro rata portion of the shares sold by KAR LLC in this offering based on such holder s approximate percentage ownership of common equity interests in KAR LLC. KAR LLC will distribute the net proceeds of its sale of common stock in this offering to its members in accordance with its limited liability company agreement.

	Shares Beneficially Owned Prior to This Offering		**Number of Shares Offered**	**Shares Beneficially Owned After This Offering**	
Name of Beneficial Owner	**Number(1)**	**Percent of Class(2)**		**Number(1)**	**Percent of Class(2)**
KAR Holdings II, LLC	91,328,660	66.8%	13,000,000	78,328,660	57.3%
KELSO GROUP:					
Kelso Investment Associates VII, L.P.(3)(4)	38,738,129	28.3%	5,514,104	33,224,025	24.3%
KEP VI, LLC(3)(4)	38,738,129	28.3%	5,514,104	33,224,025	24.3%
Frank T. Nickell(3)(4)(5)	38,738,129	28.3%	5,514,104	33,224,025	24.3%
Thomas R. Wall, IV(3)(4)(5)	38,738,129	28.3%	5,514,104	33,224,025	24.3%
George E. Matelich(3)(4)(5)	38,738,129	28.3%	5,514,104	33,224,025	24.3%
Michael B. Goldberg(3)(4)(5)(6)	38,738,129	28.3%	5,514,104	33,224,025	24.3%

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Name of Beneficial Owner	Shares Beneficially Owned Prior to This Offering Number(1)	Percent of Class(2)	Number of Shares Offered	Shares Beneficially Owned After This Offering Number(1)	Percent of Class(2)
David I. Wahrhaftig(3)(4)(5)	38,738,129	28.3%	5,514,104	33,224,025	24.3%
Frank K. Bynum, Jr.(3)(4)(5)	38,738,129	28.3%	5,514,104	33,224,025	24.3%
Philip E. Berney(3)(4)(5)	38,738,129	28.3%	5,514,104	33,224,025	24.3%
Frank J. Loverro(3)(4)(5)	38,738,129	28.3%	5,514,104	33,224,025	24.3%
James J. Connors, II(3)(4)(5)	38,738,129	28.3%	5,514,104	33,224,025	24.3%
Church M. Moore(3)(4)(5)(6)	38,738,129	28.3%	5,514,104	33,224,025	24.3%
Stanley de J. Osborne(3)(4)(5)	38,738,129	28.3%	5,514,104	33,224,025	24.3%
Christopher L. Collins(3)(4)(5)	38,738,129	28.3%	5,514,104	33,224,025	24.3%
Howard A. Matlin(3)(4)(5)	38,738,129	28.3%	5,514,104	33,224,025	24.3%
PARTHENON GROUP:					
Parthenon Investors II, L.P. and related funds(7)(8)(9)	7,577,439	5.5%	1,078,596	6,498,843	4.8%
GOLDMAN GROUP:					
GS Capital Partners VI Fund, L.P. and related funds(10)(11)	23,147,052	16.9%	3,294,822	19,852,230	14.5%
VALUEACT GROUP:					
ValueAct Capital Master Fund, L.P.(12)(13)(26)(28)	20,092,836	14.7%	2,745,685	17,347,151	12.7%
AXLE HOLDINGS II, LLC(3)(27)	23,355,823	17.1%	3,324,539	20,031,284	14.6%
EXECUTIVE OFFICERS AND DIRECTORS					
David J. Ament					
Kelly J. Barlow					
Warren W. Byrd(16)	85,738	*	611	85,127	*
Thomas J. Carella (6)(11)(24)(25)	23,147,052	16.9%	3,294,822	19,852,230	14.5%
Thomas J. Caruso(17)	222,383	*	611	221,772	*
Brian T. Clingen(6)(14)	1,181,788	*	168,219	1,013,569	*
Robert M. Finlayson(6)	15,042	*		15,042	*
Peter R. Formanek(6)	21,230	*		21,230	*
Michael B. Goldberg(3)(4)(5)(6)(25)	38,738,129	28.3%	5,514,104	33,224,025	24.3%
Donald S. Gottwald(18)	130,227	*		130,227	*
James P. Hallett(6)(15)	141,977	*	12,203	129,774	*
Peter J. Kelly(29)	87,500	*		87,500	*
Eric M. Loughmiller(19)	15,473	*	366	15,107	*
Sanjeev K. Mehra(6)(11)(24)(25)	23,147,052	16.9%	3,294,822	19,852,230	14.5%
Church M. Moore(3)(4)(5)(6)(25)	38,738,129	28.3%	5,514,104	33,224,025	24.3%
Thomas C. O Brien(6)(20)	23,872	*	3,399	20,473	*
Rebecca C. Polak(21)	83,742	*	915	82,827	*
Benjamin Skuy(22)	155,548	*	3,051	152,497	*
Gregory P. Spivy					
David J. Vignes(23)	124,224	*	427	123,797	*
Jonathan P. Ward(6)	15,042	*		15,042	*
Executive officers and directors as a group (21 persons)(26)	64,188,967	46.9%	8,998,728	55,190,239	40.4%

* Less than one percent.

(1) The number of shares includes shares of common stock subject to options exercisable within 60 days of February 12, 2013.

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(2) Shares subject to options exercisable within 60 days of February 12, 2013 are considered outstanding for the purpose of determining the per