TrueCar, Inc.
Form 4
November 17, 2014

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Capricorn Investment Group LLC

(Last) (First) (Middle)

250 UNIVERSITY AVENUE

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TrueCar, Inc. [TRUE]

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 | 11/17/2014 | | S | | 400 | D | $ 17 | 7,660 | D | |
| Common Stock | 11/17/2014 | | S | | 395,342 | D | $ 17 | 7,576,986 | I | By Pacific Sequoia Holdings LLC (1) (2) |
| Common Stock | 11/17/2014 | | S | | 42,173 | D | $ 17 | 808,276 | I | By The Skoll Foundation (1) (2) |
| Common Stock | 11/17/2014 | | S | | 35,973 | D | $ 17 | 689,444 | I | By The Skoll Fund (1) (2) |
| Common | 11/17/2014 | | S | | 12,747 | D | $ 17 | 244,314 | I | By Capricorn |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Stock | | | | | | | | | S.A. SICAV - SIF Global Non-Marketable Strategies Sub-Fund (1) (2) |
| Common Stock | 11/17/2014 | | S | | 10,306 | D | $ 17 | 197,519 | I | By Capricorn AIP - Private Investment Fund I, L.P. (1) (2) |
| Common Stock | 11/17/2014 | | S | | 1,619 | D | $ 17 | 31,031 | I | By HIT Splitter, L.P. (1) (2) |
| Common Stock | 11/17/2014 | | S | | 1,440 | D | $ 17 | 27,599 | I | By Carthage, L.P. (1) (2) |

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

**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.**

SEC 1474 (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 Acquired (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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Capricorn Investment Group LLC<br>250 UNIVERSITY AVENUE<br>PALO ALTO, CA 94301 | | X | | |
| Pacific Sequoia Holdings LLC<br>250 UNIVERSITY AVENUE | | X | | |

| | |
|---|---|
| PALO ALTO, CA 94301 | |
| Skoll Foundation<br>250 UNIVERSITY AVENUE<br>PALO ALTO, CA 94301 | X |
| Skoll Fund<br>250 UNIVERSITY AVENUE<br>PALO ALTO, CA 94301 | X |
| Capricorn SA SICAV - SIF Global Non Marketable Strategies Sub Fund<br>250 UNIVERSITY AVENUE<br>PALO ALTO, CA 94301 | X |
| Capricorn AIP-Private Investment Fund I, L.P.<br>250 UNIVERSITY AVENUE<br>PALO ALTO, CA 94301 | X |
| HIT SPLITTLER LP<br>250 UNIVERSITY AVENUE<br>PALO ALTO, CA 94301 | X |
| CARTHAGE LP<br>250 UNIVERSITY AVENUE<br>PALO ALTO, CA 94301 | X |

## Signatures

| | |
|---|---|
| /s/ Eric Techel, Partner and CFO of Capricorn Investment Group, LLC | 11/17/2014 |
| **Signature of Reporting Person | Date |
| /s/ Eric Techel, Manager of Pacific Sequoia Holdings LLC | 11/17/2014 |
| **Signature of Reporting Person | Date |
| s/ Eric Techel, Partner and CFO of Capricorn Investment Group, LLC, the Investment Manager of The Skoll Foundation | 11/17/2014 |
| **Signature of Reporting Person | Date |
| /s/ Eric Techel, Partner and CFO of Capricorn Investment Group, LLC, the Investment Manager of The Skoll Fund | 11/17/2014 |
| **Signature of Reporting Person | Date |
| /s/ Eric Techel, Partner and CFO of Capricorn Investment Group, LLC, the Investment Manager of Capricorn S.A. SICAV - SIF Global Non-Marketable Strategies Sub-Fund | 11/17/2014 |
| **Signature of Reporting Person | Date |
| /s/ Eric Techel, Partner and CFO of Capricorn Investment Group, LLC, the Investment Manager of Capricorn AIP - Private Investment Fund I, L.P. | 11/17/2014 |
| **Signature of Reporting Person | Date |
| /s/ Eric Techel, Partner and CFO of Capricorn Investment Group, LLC, the General Partner of HIT Splitter, L.P. | 11/17/2014 |
| **Signature of Reporting Person | Date |
| /s/ Eric Techel, Partner and CFO of Capricorn Investment Group, LLC, the General Partner of Carthage L.P. | 11/17/2014 |

**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).

**(1)** Capricorn Investment Group LLC ("Capricorn Group") may be deemed to have shared voting and investment control with respect to the shares held by the Capricorn Group, The Skoll Foundation, The Skoll Fund, Capricorn S.A. SICAV - SIF Global Non-Marketable Strategies Sub-Fund, Capricorn AIP - Private Investment Fund I, L.P., HIT Splitter, L.P., Carthage, L.P. and Pacific Sequoia Holdings LLC (collectively, the "Capricorn Entities"). Capricorn Group serves as the investment manager for the Capricorn Entities and may be deemed to have shared voting and investment control over the shares held by the Capricorn Entities.

**(2)** Capricorn Group is the general partner of Capricorn AIP - Private Investment Fund I, L.P. ("Capricorn AIP"), HIT Splitter, L.P. ("HSLP") and Carthage, L.P. ("Carthage") and has sole voting and investment control over the shares held by Capricorn AIP, HSLP and Carthage. Capricorn Group disclaims beneficial ownership of these securities except to the extent of its pecuniary interest in the securities held by Capricorn Group, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

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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