

TrueCar, Inc.
Form 4
February 24, 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 *
Painter Scott

(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)

02/24/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

CEO & Chairman of the Board

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities 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)
Common Stock	02/24/2015		P	56,205	A	\$ 17.4768 (1)	1,870,768 (2) D
Common Stock	02/24/2015		P	13,795	A	\$ 17.7707 (3)	1,884,563 D
Common Stock						3,147	I See footnote (4)
Common Stock						3,147	I See footnote

Common Stock	3,147	I	(5) See footnote (6)
Common Stock	3,147	I	See footnote (7)

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 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
Painter Scott 120 BROADWAY SUITE 200 SANTA MONICA, CA 90401	X CEO & Chairman of the Board

Signatures

/s/ Scott Watkinson, by Power of Attorney
02/24/2015

__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 issued in multiple transactions at prices ranging from \$16.73 to \$17.725, inclusive. The Reporting Person undertakes to provide 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 within the ranges set forth in footnotes (1) and (3) to the Form 4.
- (1) Includes 1,409,332 shares of the Issuer's Common Stock pledged as collateral to secure a line of credit.
 - (3) The prices reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.73 to \$17.85, inclusive.
 - (4) Shares held directly by Indy Painter under the California Uniform Transfers to Minor Act for which the Reporting Person serves as custodian.
 - (5) Shares held directly by Luke Painter under the California Uniform Transfers to Minor Act for which the Reporting Person serves as custodian.
 - (6) Shares held directly by Noah Painter under the California Uniform Transfers to Minor Act for which the Reporting Person serves as custodian.
 - (7) Shares held directly by Zoe Painter under the California Uniform Transfers to Minors Act for which the Reporting Person serves as a custodian.

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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