

TRUPANION INC.
Form 4
July 24, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Highland Consumer GP GP LLC

(Last) (First) (Middle)

C/O HIGHLAND CAPITAL PARTNERS, ONE BROADWAY, 16TH FLOOR

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TRUPANION INC. [TRUP]

3. Date of Earliest Transaction
(Month/Day/Year)
07/23/2014

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 07/23/2014 | | C | 3,064,240 A | (4) 3,064,240 | I | See footnotes (1) (2) (3) |

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

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SEC 1474 (9-02)

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

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| 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 Owned Following Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Highland Consumer GP GP LLC C/O HIGHLAND CAPITAL PARTNERS ONE BROADWAY, 16TH FLOOR CAMBRIDGE, MA 02142 | | X | | |
| Highland Consumer GP Limited Partnership C/O HIGHLAND CAPITAL PARTNERS ONE BROADWAY, 16TH FLOOR CAMBRIDGE, MA 02142 | | X | | |
| HIGHLAND CONSUMER FUND I LP C/O HIGHLAND CAPITAL PARTNERS ONE BROADWAY, 16TH FLOOR CAMBRIDGE, MA 02142 | | X | | |
| HIGHLAND CONSUMER FUND I-B LP C/O HIGHLAND CAPITAL PARTNERS ONE BROADWAY, 16TH FLOOR CAMBRIDGE, MA 02142 | | X | | |
| HIGHLAND CONSUMER ENTREPRENEURS FUND I LP C/O HIGHLAND CAPITAL PARTNERS ONE BROADWAY, 16TH FLOOR CAMBRIDGE, MA 02142 | | X | | |

Signatures

/s/ Thomas G. Stemberg, Managing General Partner of Highland Consumer GP GP LLC

07/24/2014

**Signature of Reporting Person

Date

/s/ Thomas G. Stemberg, Managing General Partner of Highland Consumer GP GP LLC, the general partner of Highland Consumer GP Limited Partnership

07/24/2014

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__Signature of Reporting Person

Date

/s/ Thomas G. Stemberg, Managing General Partner of Highland Consumer GP GP LLC, the general partner of Highland Consumer GP Limited Partnership, the general partner of Highland Consumer Fund I Limited Partnership

07/24/2014

__Signature of Reporting Person

Date

/s/ Thomas G. Stemberg, Managing General Partner of Highland Consumer GP GP LLC, the general partner of Highland Consumer GP Limited Partnership, the general partner of Highland Consumer Fund 1-B Limited Partnership

07/24/2014

__Signature of Reporting Person

Date

/s/ Thomas G. Stemberg, Managing General Partner of Highland Consumer GP GP LLC, the general partner of Highland Consumer GP Limited Partnership, the general partner of Highland Consumer Entrepreneurs' Fund I, Limited Partnership

07/24/2014

__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) The securities are held by Highland Consumer Fund I Limited Partnership ("Highland Consumer I"). Highland Consumer GP GP LLC ("HC LLC") is the general partner of Highland Consumer GP Limited Partnership ("HC LP"), which is the general partner of Highland Consumer I. Each of HC LLC and HC LP disclaims beneficial ownership of all shares held by Highland Consumer I except to the extent, if any, of such entity's pecuniary interest therein.

(2) The securities are held by Highland Consumer Fund 1-B Limited Partnership ("Highland Consumer IB"). HC LP is the general partner of Highland Consumer IB. Each of HC LLC and HC LP disclaims beneficial ownership of all shares held by Highland Consumer IB except to the extent, if any, of such entity's pecuniary interest therein.

(3) The securities are held by Highland Consumer Entrepreneurs' Fund I, Limited Partnership ("Highland Consumer Entrepreneurs"). HC LP is the general partner of Highland Consumer I. Each of HC LLC and HC LP disclaims beneficial ownership of all shares held by Highland Consumer Entrepreneurs except to the extent, if any, of such entity's pecuniary interest therein.

(4) Highland Consumer I was the holder of record of 2,460,396 shares of Series C Preferred Stock, Highland Consumer IB was the holder of record of 524,940 shares of Series C Preferred Stock, and Highland Consumer Entrepreneurs was the holder of record of 78,904 shares of Series C Preferred Stock. Immediately prior to the closing of the Issuer's initial public offering, each share of Series C Preferred Stock automatically converted into Common Stock on a one-for-one basis for no additional consideration.

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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