

TrueCar, Inc.
Form 4
March 16, 2015

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 *
Yadigaroglu Ion

(Last) (First) (Middle)

C/O TRUECAR, INC., 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)
03/12/2015

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)

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 | 03/12/2015 | | A | (A) Amount 4,052 (1) (D) Price \$ 0 | 4,052 | D | |
| Common Stock | | | | | 7,660 | I | By Capricorn Investment Group LLC (2) (3) |
| Common Stock | | | | | 7,576,986 | I | By Pacific Sequoia Holdings LLC (2) (3) |
| Common Stock | | | | | 808,276 | I | By The Skoll Foundation (2) (3) |

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| | | | |
|--------------|---------|---|---|
| Common Stock | 689,444 | I | By The Skoll Fund <u>(2)</u> <u>(3)</u> |
| Common Stock | 244,314 | I | By Capricorn S.A. SICAV-SIF Global Non-Marketable Strategies Sub-Fund <u>(2)</u> <u>(3)</u> |
| Common Stock | 197,519 | I | By Capricorn AIP-Private Investment Fund I, L.P. <u>(2)</u> <u>(3)</u> |
| Common Stock | 31,031 | I | By HIT Splitter, L.P. <u>(2)</u> <u>(3)</u> |
| Common Stock | 27,599 | I | By Carthage, L.P. <u>(2)</u> <u>(3)</u> |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities 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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 17.28 | 03/12/2015 | | A | 15,917 | <u>(4)</u> | 03/12/2025 | Common Stock | 15,917 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Yadigaroglu Ion
C/O TRUECAR, INC. X
120 BROADWAY, SUITE 200
SANTA MONICA, CA 90401

Signatures

/s/ Troy Foster, by Power of
Attorney 03/16/2015
**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 reported securities are represented by restricted stock units (RSUs) which were fully vested on the award date. The RSUs were issued
(1) to the Reporting Person pursuant to the TrueCar, Inc. 2014 Outside Directors Compensation Program in lieu of annual fees for board and committee membership of \$37,500.
The Reporting Person serves as a managing member of Capricorn Investment Group ("Capricorn Group") and 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.
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
(3) Carthage. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his 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.
(4) Shares subject to the option vest in twelve (12) equal monthly installments beginning on April 12, 2015, subject to continued service on the Board on the applicable vesting dates.

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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