TrueCar, Inc. Form 4 March 16, 2015

## FORM 4

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

**OMB APPROVAL OMB** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \*

Pierantoni John

(Last)

(City)

(Middle)

(Zip)

C/O TRUECAR, INC., 120 **BROADWAY, SUITE 200** 

(Street)

(State)

(First)

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 X\_ Officer (give title Other (specify

below) SVP, Chief Accounting Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person n Dominative Committee Apprimed Disposed of an Domeficially Or

SANTA MONICA, CA 90401

(enj)	(State) (2	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securiti		r	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(1121111112 11)	any	Code	Disposed of	of (D	)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	(A)	5)	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	03/12/2015		Code V A	Amount 9,966 (1)	(D) A	Price \$ 0	12,966 (2)	D	
Common Stock	03/12/2015		A	1,195 (3)	A	\$0	14,161	D	

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

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# 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to purchase)	\$ 12.81	03/12/2015		A	66,374	<u>(4)</u>	05/15/2024	Common Stock	66,374

# **Reporting Owners**

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

Pierantoni John C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401

SVP, Chief Accounting Officer

# **Signatures**

/s/ Troy Foster, by Power of Attorney

ey 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) issued upon the achievement of performance goals with respect to certain revenue and adjusted ERITDA targets. This reflects corrected reporting for an RSU award originally reported on May 30, 2014
- certain revenue and adjusted EBITDA targets. This reflects corrected reporting for an RSU award originally reported on May 30, 2014. At grant, such award could have vested as to a total of 11,260 shares. Based on actual performance achieved, a total of 9,966 shares are scheduled to vest in sixteen (16) equal quarterly installments beginning on March 31, 2015.
- (2) The cumulative balance includes a reduction of 1,294 shares to reflect a correction to the reporting of the RSU award originally reported on May 30, 2014.
- (3) The reported securities are represented by RSUs which vest in four (4) equal quarterly installments beginning on March 31, 2015.
- The reported options were issued upon the achievement of performance goals with respect to certain revenue and adjusted EBITDA targets. This reflects corrected reporting of an option grant originally reported on May 30, 2014. At grant, an option to purchase a total of 74,998 shares was granted. Based on actual performance achieved, a total of 66,374 options are scheduled to vest in forty-eight (48) equal monthly installments beginning on March 1, 2015.

Reporting Owners 2

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(5) The amounts reported in columns 5, 7 and 9 of Table II include a reduction of 8,624 options to reflect a correction to the reporting of the option grant originally reported on May 30, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.