

CIRILLO MARY A
 Form 3
 December 12, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 Â CIRILLO MARY A
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 12/12/2005

3. Issuer Name and Ticker or Trading Symbol
 DealerTrack Holdings, Inc. [TRAK]

4. Relationship of Reporting Person(s) to Issuer

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

C/O DEALERTRACK
 HOLDINGS, INC.,Â 1111
 MARCUS AVENUE, SUITE
 M04
 (Street)

(Check all applicable)

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

LAKE SUCCESS,Â NYÂ 11042
 (City) (State) (Zip)

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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Restricted Common Stock | 3,500 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---|------------------|-----------------|---------------------|----------------------------|------------------------------|---|------------|
| Non-Qualified Stock Option (right to buy) | Â (2) | 05/25/2015 | Common Stock | 10,000 | \$ 12.92 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 05/25/2015 | Common Stock | 10,000 | \$ 12.92 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 05/25/2015 | Common Stock | 30,000 | \$ 12.92 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (5) | 01/29/2013 | Common Stock | 6,250 | \$ 2.8 | D | Â |
| Convertible Series C-2 Preferred Stock | Â (6) | Â (6) | Common Stock | 71,085 | \$ (6) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CIRILLO MARY A C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042 | Â X | Â | Â | Â |

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Mary Cirillo-Goldberg
12/12/2005

**Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 1/3rd of the shares of restricted common stock will vest yearly from May 26, 2005, such that 100% of the shares will be fully vested on May 26, 2008.
- (2) 100% of the shares subject to the option are fully vested and exercisable.
- (3) 100% of the shares subject to the option will vest on the first anniversary date of May 26, 2005.
- (4) 1/3rd of the shares subject to the option will vest yearly from July 1, 2005, such that 100% of the shares subject to the option will be fully vested on July 1, 2008.
- (5) 100% of the shares subject to the option are fully vested and exercisable.
- (6) The shares of Convertible Series C-2 Preferred Stock shall automatically convert into shares of common stock on a 1-to-1.0059 basis upon the closing of the Issuer's initial public offering.

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.