

TrueCar, Inc.
Form 3
May 15, 2014

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)

<p>1. Name and Address of Reporting Person *</p> <p>Painter Scott</p> <p>(Last) (First) (Middle)</p> <p>C/O TRUECAR, INC., 120 BROADWAY, SUITE 200</p> <p>(Street)</p> <p>SANTA MONICA, CA 90401</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/15/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TrueCar, Inc. [TRUE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CEO & Chairman of the Board</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)
Common Stock	1,409,332	D	^
Common Stock	3,147	I	See footnote ⁽¹⁾
Common Stock	3,147	I	See footnote ⁽²⁾
Common Stock	3,147	I	See footnote ⁽³⁾
Common Stock	3,147	I	See footnote ⁽⁴⁾

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

SEC 1473 (7-02)

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

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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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	Â <u>(5)</u>	05/01/2017	Common Stock	305,374	\$ 1.5299	D	Â
Employee Stock Option (right to buy)	Â <u>(5)</u>	08/20/2017	Common Stock	644,444	\$ 0.4949	D	Â
Employee Stock Option (right to buy)	Â <u>(5)</u>	04/26/2019	Common Stock	416,122	\$ 0.8249	D	Â
Employee Stock Option (right to buy)	Â <u>(5)</u>	11/19/2019	Common Stock	308,334	\$ 0.8249	D	Â
Employee Stock Option (right to buy)	Â <u>(5)</u>	07/15/2020	Common Stock	333,333	\$ 2.1149	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	07/15/2020	Common Stock	618,940	\$ 2.1149	D	Â
Employee Stock Option (right to buy)	Â <u>(7)</u>	02/17/2021	Common Stock	533,733	\$ 2.8349	D	Â
Employee Stock Option (right to buy)	Â <u>(8)</u>	06/14/2021	Common Stock	359,962	\$ 3.5549	D	Â
Employee Stock Option (right to buy)	Â <u>(9)</u>	02/14/2022	Common Stock	563,904	\$ 11.5049	D	Â
Employee Stock Option (right to buy)	Â <u>(10)</u>	02/22/2023	Common Stock	392,330	\$ 7.9199	D	Â
Employee Stock Option (right to buy)	Â <u>(11)</u>	05/02/2023	Common Stock	130,776	\$ 7.9199	D	Â
Employee Stock Option (right to buy)	Â <u>(12)</u>	10/22/2023	Common Stock	561,296	\$ 8.8799	D	Â
Employee Stock Option (right to buy)	Â <u>(13)</u>	01/28/2024	Common Stock	112,422	\$ 8.8949	D	Â
Employee Stock Option (right to buy)	Â <u>(14)</u>	02/07/2024	Common Stock	130,080	\$ 9.2549	D	Â
Employee Stock Option (right to buy)	Â <u>(15)</u>	02/07/2024	Common Stock	315,128	\$ 9.2549	D	Â
Employee Stock Option (right to buy)	Â <u>(16)</u>	02/28/2024	Common Stock	1,155,000	\$ 9.2549	D	Â
Employee Stock Option (right to buy)	Â <u>(17)</u>	04/21/2024	Common Stock	444,444	\$ 29.9998	D	Â

Employee Stock Option (right to buy)	Â (17)	04/21/2024	Common Stock	444,444	\$ 44.9997	D	Â
Employee Stock Option (right to buy)	Â (17)	04/21/2024	Common Stock	444,444	\$ 59.9997	D	Â
Employee Stock Option (right to buy)	Â (18)	05/02/2024	Common Stock	676,996	\$ 12.8099	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Painter Scott C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401	Â X	Â X	Â CEO & Chairman of the Board	Â

Signatures

/s/ Troy Foster, by power of attorney
05/15/2014

**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) Shares held directly by the Indy Painter Under the California Uniform Transfers to Minors Act for which the Reporting Person serves as custodian.
 - (2) Shares held directly by the Luke Painter Under the California Uniform Transfers to Minors Act for which the Reporting Person serves as custodian.
 - (3) Shares held directly by the Noah Painter Under the California Uniform Transfers to Minors Act for which the Reporting Person serves as custodian.
 - (4) Shares held directly by the Zoe Painter Under the California Uniform Transfers to Minors Act for which the Reporting Person serves as custodian.
 - (5) The shares subject to the option are fully vested and immediately exercisable.
An option to purchase 666,666 shares was granted on July 15, 2010 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on July 1, 2010.
 - (6) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 17, 2011.
 - (7) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 15, 2012.
 - (8) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 14, 2012.
 - (9) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 22, 2013.
 - (10) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on June 2, 2013.
 - (11)

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- (12) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning February 1, 2014.
- (13) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning February 28, 2014.
- (14) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning February 1, 2013.
- (15) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning March 7, 2014.
- (16) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning March 28, 2014.
- (17) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning March 28, 2014.
- (18) The option is subject to an early exercise provision and is immediately exercisable. One-fourth (1/4th) of the shares subject to the option vest on May 2, 2015 and one forty-eighth (1/48th) of the shares vest monthly thereafter.

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Remarks:

Exhibit 24 - Power of Attorney

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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