

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)

| | | | | |
|--|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Guthrie Michael | | (Month/Day/Year) | TrueCar, Inc. [TRUE] | |
| (Last) | (First) | (Middle) | 05/15/2014 | |
| C/O TRUECAR, INC., 120 BROADWAY, SUITE 200 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SANTA MONICA, CA 90401 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | Chief Financial Officer | <input type="checkbox"/> 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) |
|---------------------------------|---|--|---|

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)

| | | | | | |
|--|--|---|--|--|---|
| 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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|---|--------------|------------|-----------------|---------|------------|---|---|
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 02/14/2022 | Common Stock | 300,000 | \$ 11.505 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)</u> | 02/22/2023 | Common Stock | 66,666 | \$ 7.9199 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(3)</u> | 02/22/2023 | Common Stock | 11,761 | \$ 7.9199 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 05/02/2023 | Common Stock | 33,333 | \$ 7.9199 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(5)</u> | 06/26/2023 | Common Stock | 180,876 | \$ 7.9199 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(6)</u> | 10/22/2023 | Common Stock | 116,666 | \$ 8.8799 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(7)</u> | 02/07/2024 | Common Stock | 60,000 | \$ 9.2549 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(8)</u> | 02/28/2024 | Common Stock | 105,000 | \$ 9.2549 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(9)</u> | 05/02/2024 | Common Stock | 233,333 | \$ 12.8099 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Guthrie Michael C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401 | Â | Â | Â Chief Financial Officer | 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) The option is subject to an early exercise provision and is immediately exercisable. One sixteenth (1/16th) of the shares subject to option vested on April 3, 2012 and one forty-eighth (1/48th) of the shares vest monthly thereafter.
 - (2) 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.
 - (3) Shares subject to the option are fully vested and immediately exercisable.
 - (4) 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.

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- (5) The option is subject to an early exercise provision and is immediately exercisable. One-fourth (1/4th) of the shares subject to the option shall vest on June 26, 2014 and one forty-eighth (1/48th) of the shares vest monthly thereafter.
- (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 February 1, 2014.
- (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 7, 2014.
- (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 22, 2013.
- (9) The option is subject to an early exercise provision and is immediately exercisable. One-fourth (1/4th) of the shares subject to the option shall 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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