

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 \*

Upfront III Partners, L.P.  
(Last) (First) (Middle)

C/O UPFRONT VENTURES, 2121 AVENUE OF THE STARS, SUITE 1630

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
05/15/2014

3. Issuer Name and Ticker or Trading Symbol  
TrueCar, Inc. [TRUE]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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)
Common Stock	5,138,807	D	
Common Stock	1,501,260	I	By Upfront GP II, L.P.
Common Stock	559,248	I	By Upfront II Investors, L.P.
Common Stock	139,397	I	By Upfront II Partners, L.P.
Common Stock	206,202	I	By Upfront GP III, L.P.
Common Stock	1,945,375	I	By Upfront III, L.P.
Common Stock	63,152	I	By Upfront III Investors, L.P.
Common Stock	31,891	I	By Upfront III Partners, L.P.

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Upfront III Partners, L.P. C/O UPFRONT VENTURES 2121 AVENUE OF THE STARS, SUITE 1630 LOS ANGELES, CA 90067	^	^ X	^	^
Upfront GP II, L.P. C/O UPFRONT VENTURES 2121 AVENUE OF THE STARS, SUITE 1630 LOS ANGELES, CA 90067	^	^ X	^	^
Upfront II Investors, L.P. C/O UPFRONT VENTURES 2121 AVENUE OF THE STARS, SUITE 1630 LOS ANGELES, CA 90067	^	^ X	^	^
Upfront II Partners, L.P. C/O UPFRONT VENTURES 2121 AVENUE OF THE STARS, SUITE 1630 LOS ANGELES, CA 90067	^	^ X	^	^
Upfront GP III, L.P. C/O UPFRONT VENTURES 2121 AVENUE OF THE STARS, SUITE 1630 LOS ANGELES, CA 90067	^	^ X	^	^
Upfront III, L.P. C/O UPFRONT VENTURES 2121 AVENUE OF THE STARS, SUITE 1630 LOS ANGELES, CA 90067	^	^ X	^	^
Upfront III Investors, L.P. C/O UPFRONT VENTURES 2121 AVENUE OF THE STARS, SUITE 1630	^	^ X	^	^

LOS ANGELES, CA 90067

## Signatures

/s/ Dana Kibler, for GRP Management Services Corp., the General Partner of Upfront II, L.P.	05/15/2014
**Signature of Reporting Person	Date
/s/ Dana Kibler, for GRP Management Services Corp., the General Partner of Upfront GP II, L.P.	05/15/2014
**Signature of Reporting Person	Date
/s/ Dana Kibler, for GRP Management Services Corp., the General Partner of Upfront II Investors, L.P.	05/15/2014
**Signature of Reporting Person	Date
/s/ Dana Kibler, for GRP Management Services Corp., the General Partner of Upfront II Partners, L.P.	05/15/2014
**Signature of Reporting Person	Date
/s/ Dana Kibler, for Upfront Ventures Management, Inc., the General Partner of Upfront GP III, L.P.	05/15/2014
**Signature of Reporting Person	Date
/s/ Dana Kibler, for Upfront Ventures Management, Inc., the General Partner of Upfront III, L.P.	05/15/2014
**Signature of Reporting Person	Date
/s/ Dana Kibler, for Upfront Ventures Management, Inc., the General Partner of Upfront III Investors, L.P.	05/15/2014
**Signature of Reporting Person	Date
/s/ Dana Kibler, for Upfront Ventures Management, Inc., the General Partner of Upfront III Partners, L.P.	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).

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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