

DealerTrack Holdings, Inc.  
Form S-1MEF  
December 13, 2005

As filed with the Securities and Exchange Commission on December 12, 2005  
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**DealerTrack Holdings, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**52-2336218**  
*(I.R.S. Employer  
Identification No.)*

**7373**  
*(Primary Standard Industrial  
Classification Code Number)*

**1111 Marcus Avenue  
Suite M04  
Lake Success, New York 11042  
(516) 734-3600**

*(Address, including zip code, and telephone number,  
including area code, of the registrant's principal executive offices)*

**Eric D. Jacobs, Esq.  
Senior Vice President, General Counsel and Secretary  
DealerTrack Holdings, Inc.  
1111 Marcus Avenue  
Suite M04  
Lake Success, New York 11042  
(516) 734-3600**

*(Name, address, including zip code, and telephone number,  
including area code, of agent for service)*

***Copies to:***

**Kirk A. Davenport II, Esq.  
Latham & Watkins LLP  
885 Third Avenue  
Suite 1000  
New York, New York 10022  
(212) 906-1200**

**Richard D. Truesdell, Jr., Esq.  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, New York 10017  
(212) 450-4000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  File No. 333-126944

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Each Class of Securities to be Registered</b> | <b>Proposed Maximum Aggregate Offering Price(2)</b> | <b>Amount of Registration Fee(2)</b> |
|---|---|--------------------------------------|
| Common stock, par value \$0.01 per share(1)               | \$23,000,000  | \$2,461                              |

(1) Includes shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares of common stock.

(2) Based on the proposed offering price for the shares offered hereby.

**The Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act.**

**EXPLANATORY NOTE**

The Registration Statement on Form S-1 is being filed with the Securities and Exchange Commission (the Commission ) by DealerTrack Holdings, Inc. (the Company ), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of the Company s Registration Statement on Form S-1, as amended by Amendments No. 1 through 5 (Registration No. 333-126944) which was declared effective by the Commission on December 12, 2005 relating to the offering of shares of common stock of the Company with maximum aggregate offering price of up to \$172,500,000 including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

**CERTIFICATION**

The Company hereby certifies to the Commission that (i) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission s account at Mellon Bank as soon as practicable (but no later than the close of business as of December 13, 2005), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee, and (iv) it will confirm receipt of such instructions by its bank during regular business hours no later than December 13, 2005.

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**Signatures**

Pursuant to the requirements of the Securities Act of 1933, DealerTrack Holdings, Inc. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Success, State of New York, on December 12, 2005.

DEALERTRACK HOLDINGS, INC.  
By: /s/ Mark F. O Neil

**Mark F. O Neil**  
Chairman of the Board, President and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and as of the dates indicated.

| Signature   | Title  | Date              |
|---|--|-------------------|
| /s/ Mark F. O Neil<br><b>Mark F. O Neil</b>       | Chairman of the Board, President and<br>Chief Executive Officer (principal<br>executive officer)                   | December 12, 2005 |
| /s/ Robert J. Cox III<br><b>Robert J. Cox III</b> | Senior Vice President,<br>Chief Financial Officer and Treasurer<br>(principal financial and<br>accounting officer) | December 12, 2005 |
| *<br><b>Daniel E. Berce</b>                       | Director   | December 12, 2005 |
| *<br><b>Steven J. Dietz</b>                       | Director   | December 12, 2005 |
| *<br><b>Thomas R. Gibson</b>                      | Director   | December 12, 2005 |
| *<br><b>Mary Cirillo-Goldberg</b>                 | Director   | December 12, 2005 |
| *<br><b>John J. McDonnell, Jr.</b>                | Director   | December 12, 2005 |
| *<br><b>James David Power III</b>                 | Director   | December 12, 2005 |

\*

Director

December 12, 2005

**Howard L. Tischler**

\* /s/ Mark F. O Neil

December 12, 2005

**Mark F. O Neil**  
Attorney in Fact

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**EXHIBIT INDEX**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 5.1*          | Opinion of Latham & Watkins LLP.                           |
| 23.1*         | Consent of Latham & Watkins LLP (included in Exhibit 5.1). |
| 23.2*         | Consent of PricewaterhouseCoopers LLP.                     |
| 23.3*         | Consent of PricewaterhouseCoopers LLP.                     |
| 23.4*         | Consent of KPMG LLP.                                       |
| 23.5*         | Consent of PricewaterhouseCoopers LLP.                     |
| 23.6*         | Consent of PricewaterhouseCoopers LLP.                     |
| 23.7*         | Consent of PricewaterhouseCoopers LLP.                     |
| 24.1 ,        | Powers of Attorney.  |

Incorporated by reference to our Registration Statement on Form S-1 (File No. 333-126944) filed July 28, 2005.  
Incorporated by reference to Amendment No. 1 to our Registration Statement on Form S-1 (File No. 333-126944)  
filed September 22, 2005.

\* Filed herewith.