

TrueCar, Inc.
Form 4
February 24, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Painter Scott

(Last) (First) (Middle)
120 BROADWAY, SUITE 200
(Street)

SANTA MONICA, CA 90401

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & Chairman of the Board

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 Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------------|---------------|---|------------------|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/24/2015 | | P | | | 56,205 | A | \$ 17.4768 (1) | 1,870,768 (2) | D | |
| Common Stock | 02/24/2015 | | P | | | 13,795 | A | \$ 17.7707 (3) | 1,884,563 | D | |
| Common Stock | | | | | | | | | 3,147 | I | See footnote (4) |
| Common Stock | | | | | | | | | 3,147 | I | See footnote |

| | | | |
|--------------|-------|---|-------------------------|
| Common Stock | 3,147 | I | (5) See footnote (6) |
| Common Stock | 3,147 | I | See footnote (7) |

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Painter Scott 120 BROADWAY SUITE 200 SANTA MONICA, CA 90401 | X | | CEO & Chairman of the Board | |

Signatures

/s/ Scott Watkinson, by Power of Attorney
02/24/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

- The price reported in Column 4 is a weighted average price. These shares were issued in multiple transactions at prices ranging from \$16.73 to \$17.725, inclusive. The Reporting Person undertakes to provide Issuer, any security holder of the Issuer, or the staff of the securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (1) and (3) to the Form 4.
- (1) Includes 1,409,332 shares of the Issuer's Common Stock pledged as collateral to secure a line of credit.
 - (2) The prices reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.73 to \$17.85, inclusive.
 - (3) Shares held directly by Indy Painter under the California Uniform Transfers to Minor Act for which the Reporting Person serves as custodian.
 - (4) Shares held directly by Luke Painter under the California Uniform Transfers to Minor Act for which the Reporting Person serves as custodian.
 - (5) Shares held directly by Noah Painter under the California Uniform Transfers to Minor Act for which the Reporting Person serves as custodian.
 - (6) Shares held directly by Zoe Painter under the California Uniform Transfers to Minors Act for which the Reporting Person serves as a custodian.
 - (7)

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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