

Yadigaroglu Ion
Form 4
May 21, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Yadigaroglu Ion

(Last) (First) (Middle)

250 UNIVERSITY AVENUE

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TrueCar, Inc. [TRUE]

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

05/17/2018

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)

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)
Common Stock	05/17/2018		A	8,296 (1)	A \$ 0 27,835	D	
Common Stock					5,870	I	By Capricorn Investment Group LLC (2) (3)
Common Stock					678,775	I	By The Skoll Foundation (2) (3)
Common Stock					578,736	I	By The Skoll Fund (2) (3)
Common Stock					205,174	I	By Capricorn S.A. SICAV-SIF

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Common Stock	26,674	I	Global Non-Marketable Strategies Sub-Fund <u>(2)</u> <u>(3)</u> By Carthage, L.P. <u>(2)</u> <u>(3)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Amount or Number of Shares
Stock Option (right to buy)	\$ 9.04	05/17/2018		A	18,653	<u>(4)</u> 05/17/2028	Common Stock	18,653

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Yadigaroglu Ion 250 UNIVERSITY AVENUE PALO ALTO, CA 94301	X

Signatures

/s/ Scott Watkinson, by Power of Attorney	05/21/2018
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 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).

- (1) The reported shares are represented by restricted stock units, or RSUs, which vest in full on the earlier of the day immediately prior to the Issuer's 2019 annual meeting of stockholders (the "2019 Annual Meeting") or May 31, 2019.

Capricorn Investment Group LLC ("Capricorn Group") serves as the investment manager for The Skoll Foundation ("Foundation"), The Skoll Fund ("Fund"), and Capricorn S.A. SICAV-SIF-Global Non-Marketable Strategies Sub-Fund ("Capricorn SA"), and is the general partner of Carthage, L.P. ("Carthage"). Capricorn Group has sole voting and investment control over the shares held by Foundation, Fund,

- (2) Capricorn SA and Carthage, in addition to having sole voting and investment control over the shares it holds directly. Capricorn Group is an SEC-registered investment adviser. Voting and dispositive decisions on behalf of Capricorn Group are made by an investment committee consisting of two individuals, including the Reporting Person, who share voting and investment control with respect to the shares held by Foundation, Fund, Capricorn SA and Carthage.

- The Reporting Person disclaims beneficial ownership of the securities held by the entities listed in footnote (2) above except to the extent of any pecuniary interest therein and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
- (3)

- (4) Shares subject to the option vest in twelve equal monthly installments beginning on June 17, 2018. Any unvested shares subject to the option vest on the day immediately prior to the 2019 Annual Meeting.

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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