

Dietz Steven J
Form 3
December 12, 2005

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 * Â Dietz Steven J (Last) (First) (Middle) C/O DEALERTRACK HOLDINGS, INC.,Â 1111 MARCUS AVENUE, SUITE M04 (Street) LAKE SUCCESS,Â NYÂ 11042 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/12/2005	3. Issuer Name and Ticker or Trading Symbol DealerTrack Holdings, Inc. [TRAK]	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
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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)
Restricted Common Stock	3,500 ⁽¹⁾	D	Â

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Non-Qualified Stock Option (right to buy)	Â (2)	05/25/2015	Common Stock	10,000	\$ 12.92	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	05/25/2015	Common Stock	30,000	\$ 12.92	D	Â
Convertible Series C-1 Preferred Stock	Â (4)	Â (4)	Common Stock	2,237,502	\$ (4)	I	By GRP II, L.P., GRP II Partners, L.P. and GRP II Investors, L.P. (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dietz Steven J C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042	Â X	Â	Â	Â

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Steven J. Dietz 12/12/2005

__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) 1/3rd of the shares of restricted common stock will vest yearly from July 1, 2005, such that 100% of the shares will be fully vested on July 1, 2008.
- (2) 100% of the shares subject to the option will vest on the first anniversary date of May 26, 2005.
- (3) 1/3rd of the shares subject to the option will vest yearly from July 1, 2005, such that 100% of the shares subject to the option will be fully vested on July 1, 2008.
- (4) The shares of Convertible Series C-1 Preferred Stock will automatically convert into shares of common stock on a 1-to-1.0555 basis upon the closing of the Issuer's initial public offering.
- (5) GRPVC, L.P. ("GRPVC") is the general partner of each of GRP II, L.P. and GRP II Partners, L.P. and GRP Management Services Corp. ("GRP Management Services") is the general partner of GRPVC. Merchant Capital, Inc. is the general partner of GRP II Investors, L.P. and is in turn an indirect wholly-owned subsidiary of Credit Suisse/First Boston, Inc. Mr. Dietz is Vice President of GRP Management Services. Mr. Dietz disclaims beneficial ownership of these shares except to the extent of his pecuniary interest in such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.