

Blair John Allen
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 * Blair John Allen (Last) (First) (Middle) C/O DEALERTRACK HOLDINGS, INC., 1111 MARCUS AVENUE, SUITE M04 (Street) LAKE SUCCESS, NY 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)
Common Stock	58,936	D	À

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 (1)	05/25/2015	Common Stock	40,000	\$ 12.92	D	Â
Convertible Series A-1 Participating Preferred Stock	Â (2)	Â (2)	Common Stock	979,919	\$ (2)	I	By DJR US, LLC (3)
Convertible Series C Preferred Stock	Â (4)	Â (4)	Common Stock	316,749	\$ (4)	I	By DJR US, LLC (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blair John Allen C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042	Â	Â	Â *	Â

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for John Allen Blair 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) 25% of the shares subject to the option will vest on the first anniversary date of May 26, 2005, and 1/36th of the remaining shares subject to the option will vest each month thereafter, such that 100% of the shares subject to the option will be fully vested on May 26, 2009.

- (2) The shares of Convertible Series A-1 Participating Preferred Stock shall automatically convert into shares of common stock on a 1-to-1.5688 basis upon the closing of the Issuer's initial public offering. DJR US, LLC holds such shares and will sell a total of 289,046 shares of common stock in the Issuer's initial public offering.

- (3) Douglas W. Aiken is a Manager and Member of, and John A. Blair and Raj Sundaram are Members of, DJR US, LLC (formerly known as Automotive Lease Guide (alg), LLC), and, as such, exercise voting and/or dispositive powers over the shares held by DJR US, LLC. Each of Messrs. Aiken, Blair and Sundaram disclaims beneficial ownership of all of the shares held by DJR US, LLC except to the extent of his pecuniary interest therein.

- (4) The shares of Convertible Series C Preferred Stock shall automatically convert into shares of common stock on a 1-to-1.1706 basis upon the closing of the Issuer's initial public offering. DJR US, LLC holds such shares and will sell a total of 289,046 shares of common stock in the Issuer's initial public offering.

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Remarks:

*Â Mr.Â BlairÂ isÂ theÂ ChiefÂ ExecutiveÂ OfficerÂ ofÂ DealerTrackÂ DataÂ Services,Â Inc.

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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