Thomas Charles C.
Form 3
April 05, 2019

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 Thomas Charles C.
(Last) (First) (Middle)

C/O TRUECAR, INC.,Â 120 BROADWAY, SUITE 200
(Street)

SANTA MONICA,Â CAÂ 90401
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
04/01/2019

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP, Controller, PFO, PAO

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	40,532 (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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	05/15/2024	Common Stock	3,333	$ 12.81	D	Â
Employee Stock Option (Right to Buy)	Â (3)	05/15/2024	Common Stock	728	$ 12.81	D	Â
Employee Stock Option (Right to Buy)	Â (2)	10/06/2024	Common Stock	2,000	$ 20.85	D	Â
Employee Stock Option (Right to Buy)	Â (2)	02/03/2025	Common Stock	1,030	$ 19.29	D	Â
Employee Stock Option (Right to Buy)	Â (4)	08/11/2026	Common Stock	8,340	$ 10.85	D	Â
Employee Stock Option (Right to Buy)	Â (5)	06/10/2027	Common Stock	6,048	$ 18.91	D	Â
Employee Stock Option (Right to Buy)	Â (6)	06/10/2027	Common Stock	22,500	$ 18.91	D	Â
Employee Stock Option (Right to Buy)	Â (7)	09/18/2028	Common Stock	10,639	$ 13.49	D	Â
Employee Stock Option (Right to Buy)	Â (8)	03/15/2029	Common Stock	12,096	$ 6.93	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas Charles C. C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA,Â CAÂ 90401	Â	Â	Â VP, Controller, PFO, PAO	Â

Signatures

/s/ Scott Watkinson, by Power of Attorney	04/05/2019
**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) The reported securities include 29,815 restricted stock units.

(2) Shares subject to the option are fully vested and immediately exercisable.

(3) An option to purchase 822 shares was granted on May 15, 2014. This option was subject to performance vesting. Only 88.5% of the target was achieved. As a result, 94 of the shares underlying the option were canceled. The remaining 728 shares subject to the option are fully vested and immediately exercisable.

(4) Shares subject to the option vest in 48 equal monthly installments beginning on August 11, 2016.

(5) Shares subject to the option vest in 48 equal monthly installments beginning on July 15, 2017.

(6) Shares subject to the option vest 10% on June 15, 2018, 20% on June 15, 2019, 30% on June 15, 2020 and 40% on June 15, 2021.

(7) Shares subject to the option vest in 48 equal monthly installments beginning on September 18, 2018.

(8) Shares subject to the option vest in 48 equal monthly installments beginning on April 15, 2019.

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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