

TrueCar, Inc.
Form 4
March 02, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Brenner Bernard

(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)
02/26/2015

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)

EVP, Business Development

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 (D) Price | | | |
| Common Stock | 02/26/2015 | | M | 3,164 A \$ 0.495 | 280,011 | D | |
| Common Stock | 02/26/2015 | | M | 4,890 A \$ 0.39 | 284,901 | D | |
| Common Stock | 02/26/2015 | | M | 6,500 A \$ 0.39 | 291,401 | D | |
| Common Stock | 02/26/2015 | | M | 5,446 A \$ 2.115 | 296,847 | D | |
| Common Stock | 02/26/2015 | | S | 20,000 D \$ 18.9859 | 276,849 | D | |

(1)

| | | | |
|--------------|--------|---|-------------------------|
| Common Stock | 16,666 | I | See footnote <u>(2)</u> |
| Common Stock | 16,666 | I | See footnote <u>(3)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 (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 | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 0.495 | 02/26/2015 | | M | 3,164 | <u>(4)</u> 08/21/2017 | Common Stock | 3,164 | |
| Employee Stock Option (right to buy) | \$ 0.39 | 02/26/2015 | | M | 4,890 | <u>(4)</u> 12/16/2018 | Common Stock | 4,890 | |
| Employee Stock Option (right to buy) | \$ 0.39 | 02/26/2015 | | M | 6,500 | <u>(4)</u> 09/14/2019 | Common Stock | 6,500 | |
| Employee Stock Option (right to buy) | \$ 2.115 | 02/26/2015 | | M | 5,446 | <u>(4)</u> 07/15/2020 | Common Stock | 5,446 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brenner Bernard 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401 | | | EVP, Business Development | |

Signatures

/s/ Scott Watkinson, by Power of Attorney
03/02/2015

__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 sold in multiple transactions at prices ranging from \$18.97
- (1) to \$19.04, inclusive. The Reporting Person undertakes to provide to the 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.
 - (2) Shares directly held by The Allison Brenner 2014 Family Trust for which the Reporting Person serves as trustee.
 - (3) Shares directly held by The Brenner 2014 Trust for which the Reporting Person serves as trustee.
 - (4) Shares subject to the option are fully vested and immediately exercisable.

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.