

DealerTrack Holdings, Inc.
Form SC 13G
March 08, 2006

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2006
Estimated average burden
hours per response...11

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Dealertrack Holdings, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

242309102

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

CUSIP No. 242309102

Page 2 of 11

NAMES OF REPORTING PERSONS:

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

GRP Management Services Corp.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

2,091,913

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER:

WITH: 8

2,091,913

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

2,091,913

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

6.2 %¹

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

CO

¹ Based on 33,849,099 shares of the Issuer's Common Stock outstanding, as set forth in the Issuer's prospectus dated December 13, 2005.

CUSIP No. 242309102

Page 3 of 11

NAMES OF REPORTING PERSONS:

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

GRPVC, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

2,091,913

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER:

WITH: 8

2,091,913

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

2,091,913

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

6.2%²

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

² Based on 33,849,099 shares of the Issuer's Common Stock outstanding, as set forth in the Issuer's prospectus dated December 13, 2005.

CUSIP No. 242309102

Page 4 of 11

NAMES OF REPORTING PERSONS:

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

GRP II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

2,040,008

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER:

WITH: 8

2,040,008

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

2,040,008

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

6.0%³

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

³ Based on 33,849,099 shares of the Issuer's Common Stock outstanding, as set forth in the Issuer's prospectus dated December 13, 2005.

CUSIP No. 242309102

Page 5 of 11

NAMES OF REPORTING PERSONS:

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

GRP II, Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

51,905

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER:

WITH: 8

51,905

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

51,905

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.2%⁴

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

⁴ Based on 33,849,099 shares of the Issuer's Common Stock outstanding, as set forth in the Issuer's prospectus dated December 13, 2005.

CUSIP No. 242309102

Page 6 of 11

NAMES OF REPORTING PERSONS:

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Credit Suisse, on behalf of the Investment Banking division

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Switzerland

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6 220,109

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7 0

SHARED DISPOSITIVE POWER:

WITH: 8 220,109

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

220,109

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.7%⁵

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

BK

⁵ Based on 33,849,099 shares of the Issuer's Common Stock outstanding, as set forth in the Issuer's prospectus dated December 13, 2005.

SCHEDULE 13G

Item 1.

(a) Name of Issuer:

Dealertrack Holdings, Inc.

(b) Address of Issuer's Principal Executive Offices:

1111 Marcus Avenue
Suite M04
Lake Success, New York 11042

Item 2.

(a) Name of Persons Filing:

- (1) GRP Management Services Corp.
- (2) GRPVC, L.P.
- (3) GRP II, L.P.
- (4) GRP II Partners, L.P.
- (5) Credit Suisse, on behalf of the Investment Banking division.

(b) Address of Principal Business Office:

GRP Management Services Corp., GRPVC, L.P., GRP II, L.P. and GRP II Partners, L.P.:
2121 Avenue of the Stars
Suite 1630

Los Angeles, California 90067

Credit Suisse, on behalf of the Investment Banking division:

Uetlibergstrasse 231
P.O. Box 900, CH-8070
Zurich, Switzerland

(c) Citizenship:

GRP Management Services Corp., GRPVC, L.P., GRP II, L.P. and GRP II Partners, L.P.:
Delaware

Credit Suisse, on behalf of the Investment Banking division:

Switzerland

(d) Title of Class of Securities:

Common Stock, \$0.01 par value per share

(e) CUSIP Number:

242309102

Item 3. Statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c):

NOT APPLICABLE

Item 4. Ownership:

Page 7 of 11 pages

See Item 5 through 9 and 11 of cover pages as to each reporting person

GRPVC, L.P. is the general partner of each of GRP II, L.P. and GRP II Partners, L.P. GRP Management Services Corp. is the general partner of GRPVC, L.P. Merchant Capital, Inc. is the general partner of GRP II Investors, L.P. (the direct owner of 145,589 shares of Dealertrack Holdings, Inc.) and is in turn an indirect wholly-owned subsidiary of Credit Suisse, a bank incorporated under the laws of Switzerland. In accordance with an advisory agreement among GRPVC, L.P., on the one hand, and Merchant Capital, Inc. and GRP II Investors, L.P., on the other hand, GRP II Investors, L.P. makes investment and voting decisions in respect of the Dealertrack Holdings, Inc. shares beneficially owned by it on a parallel basis with GRP Management Services Corp., GRPVC, L.P., GRP II, L.P. and GRP II Partners, L.P.

Credit Suisse Securities (USA) LLC ("CS Sec USA LLC"), a Delaware limited liability company and a registered broker-dealer that effects trades in many companies, including the Issuer, is the direct owner of 74,520 shares of Dealertrack Holdings, Inc. CS Sec USA LLC is an indirect wholly-owned subsidiary of Credit Suisse.

Item 5. Ownership of Five Percent or Less of a Class:

NOT APPLICABLE

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

NOT APPLICABLE

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

NOT APPLICABLE

Item 8. Identification and Classification of Members of the Group:

SEE ATTACHED EXHIBIT 2.

Item 9. Notice of Dissolution of Group:

NOT APPLICABLE

Item 10. Certification:

NOT APPLICABLE

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 8, 2006

GRP MANAGEMENT SERVICES CORP.

By: /s/ Steven Dietz

Name: Steven Dietz

Its: Vice President

Dated: March 8, 2006

GRPVC, L.P.

By: GRP Management Services Corp., its General Partner

By: /s/ Steven Dietz

Name: Steven Dietz

Its: Vice President

Dated: March 8, 2006

GRP II, L.P.

By: GRPVC, L.P., its General Partner

By: GRP Management Services Corp., its General Partner

By: /s/ Steven Dietz

Name: Steven Dietz

Its: Vice President

Dated: March 8, 2006

GRP II PARTNERS, L.P.

By: GRPVC, L.P., its General Partner

By: GRP Management Services Corp., its General Partner

By: /s/ Steven Dietz

Name: Steven Dietz

Its: Vice President

Dated: March 8, 2006

CREDIT SUISSE, on behalf of the INVESTMENT
BANKING division

By: /s/ Ivy Dodes

Name: Ivy Dodes

Page 10 of 11 pages

EXHIBIT INDEX

- Exhibit 1 Joint Filing Agreement, dated as of March 8, 2006
- Exhibit 2 List of Group Members

Page 11 of 11 pages