TrueCar, Inc. Form 4 May 23, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

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Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

Issuer

1,300

I

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

TrueCar, Inc. [TRUE]

Symbol

1(b).

Dietz Steven J

Common

(Print or Type Responses)

1. Name and Address of Reporting Person *

		Truck	ai, iiic. [11	COL		(Check all applicable)			le)
	(First) CAR, INC., 120 AY, SUITE 200		of Earliest Tr /Day/Year) /2016	ransaction			X Director 10% Owner Officer (give title Other (specify below)		
SANTA MO	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) VTA MONICA, CA 90401				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
							Person		
(City)	(State)	(Zip) Ta	ble I - Non-E	Derivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Code		sposed	l of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	05/19/2016		A	11,211 (1)	A	\$0	35,078 <u>(1)</u>	D	
Common Stock							9,500	I	The Dietz Family Trust 2011
Common Stock							10,970	I	The Dietz Family Trust 2007

By

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Stock			daughter (4)			
Common Stock	900	I	By elder son (4)			
Common Stock	1,000	I	By younger son (4)			
Common Stock	5,138,807	I	By Upfront II, L.P. (5)			
Common Stock	1,945,375	I	By Upfront III, L.P. (5)			
Common Stock	1,501,260	I	By Upfront GP II, L.P.			
Common Stock	559,248	I	By Upfront II Investors, L.P. (5)			
Common Stock	206,202	I	By Upfront GP III, L.P.			
Common Stock	139,397	I	By Upfront II Partners, L.P. (5)			
Common Stock	63,152	I	By Upfront III Investors, L.P. (5)			
Common stock	31,891	I	By Upfront III Partners, L.P. (5)			
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 SEC 1474 (9-02)						

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1 T:41£	2	2 T	24 D	4	5 Nh	(D-4- E	7 T:41 1 A4 6	0
1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	ð
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(]
	Derivative				or Disposed of			
	Security				(D)			
					(Instr. 3, 4,			
					and 5)			

number.

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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to	\$ 6.69	05/19/2016	A		24,952		<u>(6)</u>	05/19/2026	Common Stock	24,952

Reporting Owners

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
Dietz Steven J C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401	X						

Signatures

/s/ Scott Watkinson, by Power of Attorney 05/23/2016

**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).
- (1) The reported shares are represented by restricted stock units, or RSUs, which vest in full on the earlier of the day immediately prior to the Issuer's 2017 annual meeting of stockholders (the "2017 Annual Meeting") or May 31, 2017.
- (2) Shares held directly by The Dietz Family Trust 2007, for which the Reporting Person serves as trustee.
- (3) Shares held directly by The Dietz family Trust 2011, for which the Reporting Person serves as trustee.
- The Reporting Person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
 - The Reporting Person serves as a member of the investment committee of GRP Management Services, Inc. and Upfront Ventures Management, Inc. and may be deemed to share voting and dispositive power with respect to the shares held by Upfront II, L.P., Upfront III, L.P., Upfront GP III, L.P., Upfront II Investors, L.P., upfront III Invest
- Upfront III Partners, L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
- (6) Shares subject to the option vest in twelve equal monthly installments beginning on June 19, 2016. Any unvested shares subject to the option vest on the day immediately prior to the 2017 Annual Meeting.

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.

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