Dealertrack Technologies, Inc Form 4 February 27, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

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January 31, 2005

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may continue.

See Instruction

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Jacobs Eric Douglas

(Last) (First)

(Middle)

(Zip)

1111 MARCUS AVE., SUITE M04

(Street)

2. Issuer Name and Ticker or Trading

Symbol

Dealertrack Technologies, Inc [TRAK]

3. Date of Earliest Transaction

(Month/Day/Year) 02/25/2015

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

3.

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify below) below)

EVP, CFO and CAO

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 Acquired, Disposed of, or Beneficially Owned

LAKE SUCCESS, NY US 11042

1.Title of 2. Transaction Date 2A. Deemed Security

(State)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(9-02)

Transaction(s) (Instr. 3 and 4) Price

Common Stock

(Instr. 3)

(City)

02/25/2015

Code V Amount 9,930 A (2)

\$0

(A)

or

(D)

55,919 (1)

D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

### Edgar Filing: Dealertrack Technologies, Inc - Form 4

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 40.28	02/25/2015		A	27,801	(3)	02/24/2022	Common Stock	27,8
Performance Stock Unit	\$ 0	02/25/2015		A	10,260 (4)	<u>(5)</u>	02/25/2018	Common	10,2 (4

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Jacobs Eric Douglas 1111 MARCUS AVE. SUITE M04 LAKE SUCCESS, NY US 11042			EVP, CFO and CAO				

# **Signatures**

/s/ Gary Papilsky as attorney in fact for Eric D.

Jacobs

02/27/2015

\*\*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).
- (1) Includes 29,146 restricted stock units.
- (2) Each restricted stock unit represents a contingent right to receive one share of Dealertrack common stock. The restricted stock units vest in four equal annual installments beginning February 25, 2016.
- (3) 25% of the shares subject to the option will vest on February 25, 2016, 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 February 25, 2019.
- (4) This amount represents the target number of PSUs (100%) awarded and is subject to adjustment ranging from 0% (threshold) to 150% (maximum) based on the percentage achievement of the performance goals.
- The Performance Stock Units will vest in full on February 25, 2018 subject to the achievement of certain performance goals. These performance goals are equally based on both the Company's Revenue for calendar year 2015 and the total shareholder return of the Company's common stock as compared to other companies in the NASDAQ Software Index in the aggregate for calendar years 2015, 2016 and 2017

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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