

TrueCar, Inc.
Form 4
March 16, 2015

FORM 4

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

OMB APPROVAL

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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)
**C/O TRUECAR, INC., 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)
03/12/2015

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 or Price		
Common Stock	03/12/2015		A		5,900 (1) \$ 0	276,083 (2)	D
Common Stock	03/12/2015		A		1,658 (3) \$ 0	277,741	D
Common Stock	03/12/2015		A		53,549 (4) \$ 0	331,290	D
Common Stock	03/12/2015		F		15,279 (5) \$ 17.28	316,011	D
Common Stock	03/12/2015		M		20,000 \$ 0.825	336,011	D

Common Stock	16,666	I	See footnote (6)
Common Stock	16,666	I	See footnote (7)

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)

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 Acquired (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 12.81	03/12/2015		A	20,650	<u>(9)</u> 05/02/2024	Common Stock	20,650	
Employee Stock Option (right to buy)	\$ 0.825	03/12/2015		M	20,000	<u>(8)</u> 04/20/2019	Common Stock	20,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brenner Bernard C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401			EVP, Business Development	

Signatures

/s/ Troy Foster, by Power of
Attorney

03/16/2015

__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) The reported securities are represented by restricted stock units (RSUs) issued upon the achievement of performance goals with respect to certain revenue and adjusted EBITDA targets. This reflects corrected reporting for an RSU award originally reported on May 23, 2014. At grant, such award could have vested as to a total of 6,666 shares. Based on actual performance achieved, a total of 5,900 shares are scheduled to vest in sixteen (16) equal quarterly installments beginning on March 31, 2015.
 - (2) The cumulative balance includes a reduction of 766 shares to reflect a correction to the reporting of the RSU award originally reported on May 23, 2014.
 - (3) The reported securities are represented by RSUs which vest in four (4) equal quarterly installments beginning on March 31, 2015.
 - (4) The reported securities are represented by restricted stock units which were fully vested on the award date.
 - (5) The reported securities were withheld to satisfy the Reporting Person's tax liability in connection with the vesting of restricted stock units.
 - (6) Shares directly held by The Alison Brenner 2014 Family Trust for which the Reporting Person serves as trustee.
 - (7) Shares directly held by The Brenner 2014 Trust for which the Reporting Person serves as trustee.
 - (8) The shares subject to the option are fully vested and immediately exercisable.
- The reported options were issued upon the achievement of performance goals with respect to certain revenue and adjusted EBITDA targets. This reflects corrected reporting of an option grant originally reported on May 15, 2014. At grant, an option to purchase a total of 23,333 shares was granted. Based on actual performance achieved, a total of 20,650 options are scheduled to vest in forty-eight (48) equal monthly installments beginning on March 1, 2015.
- (9) The amounts reported in columns 5, 7 and 9 of Table II include a reduction of 2,683 options to reflect a correction to the reporting of the option grant originally reported on May 15, 2014.
 - (10)

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.