

Edgar Filing: Guthrie Michael - Form 4

(5)

Common Stock	07/28/2017		M	105,624	A	\$ 7.92	450,135	D
Common Stock	07/28/2017		S ⁽¹⁾	105,624	D	\$ 18.9831	344,511	D
Common Stock	07/28/2017		A	3,195	A	\$ 0	347,706	D

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

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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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 7.92	07/27/2017		M	78,427	(8) 02/22/2023	Common Stock	78,427	
Employee Stock Option (right to buy)	\$ 7.92	07/27/2017		M	32,638	(8) 05/02/2023	Common Stock	32,638	
Employee Stock Option (right to buy)	\$ 7.92	07/27/2017		M	21,187	(8) 06/26/2023	Common Stock	21,187	
Employee Stock Option (right to buy)	\$ 7.92	07/28/2017		M	105,624	(8) 06/26/2023	Common Stock	105,624	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guthrie Michael C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401			CFO	

Signatures

/s/ Scott Watkinson, by Power of Attorney

07/28/2017

__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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 12, 2017.
The reported price in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.50 to \$20.35 per share, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4), (5) and (6) to this Form 4.
- (2) The reported price in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.52 to \$20.74 per share, inclusive.
- (3) The reported price in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.23 to \$19.22 per share, inclusive.
- (4) The reported price in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.23 to \$19.75 per share, inclusive.
- (5) The reported price in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.51 to \$19.08 per share, inclusive.
- (6) The reported securities are represented by restricted stock units which vest in eight equal quarterly installments beginning on November 15, 2017.
- (7) The 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.

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