

Dealertrack Technologies, Inc
 Form 3
 August 20, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Halpin Kristin | | (Month/Day/Year) | Dealertrack Technologies, Inc [TRAK] | |
| (Last) | (First) | (Middle) | 08/20/2014 | |
| 1111 MARCUS AVE.,Â SUITE M04 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| LAKE SUCCESS,Â NYÂ US | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| 11042 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | SVP, HR | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 9,310 ⁽³⁾ | D | Â |
| Common Stock | 1,443 ⁽¹⁾ | D | Â |
| Common Stock | 1,256 ⁽⁴⁾ | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|--|--|--|---------------|--------------|----------------------------------|
|--|--|--|---------------|--------------|----------------------------------|

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| | Date Exercisable | Expiration Date | Derivative Security (Instr. 4) Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|---|------------------|-----------------|---|----------------------------|--|--|----------------------|
| Non-Qualified Stock Option (right to buy) | Â (2) | 02/28/2021 | Common Stock | 2,710 | \$ 54.07 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (5) | 08/17/2021 | Common Stock | 3,588 | \$ 45.11 | D | Â |
| Performance Stock Unit | Â (6) | 02/25/2021 | Common Stock | 1,199 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Halpin Kristin 1111 MARCUS AVE. SUITE M04 LAKE SUCCESS, NY US 11042 | Â | Â | Â SVP, HR | Â |

Signatures

/s/ Gary Papilsky as attorney-in-fact for Kristin Halpin

08/20/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 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 which will begin on March 1, 2015 and will be fully vested on March 1, 2018.
 - (2) 25% of the shares subject to the option will vest on March 1, 2015 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 March 1, 2018.
 - (3) 1,246 of these shares of common stock are being held in escrow in connection with the purchase of Dealer.com by Dealertrack.
 - (4) 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 August 20, 2015.
 - (5) 25% of the shares subject to the option will vest on August 20, 2015 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 August 20, 2018.
 - (6) The Performance Stock Units will vest in full on February 28, 2017 subject to the achievement of certain performance goals. These performance goals are equally based on both the Company's Revenue for calendar year 2014 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 2014, 2015 and 2016.

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.