KAR Auction Services, Inc.

Form 4

April 06, 2017

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

HOWELL J MARK

(First) (Middle) (Last)

13085 HAMILTON CROSSING BLVD.

(Street)

CARMEL, IN 46032

2. Issuer Name and Ticker or Trading

Symbol

KAR Auction Services, Inc. [KAR]

3. Date of Earliest Transaction

(Month/Day/Year) 04/04/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

Officer (give title Other (specify below)

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

6. Individual or Joint/Group Filing(Check

X_ Director

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Amount of

Securities

Beneficially

Issuer

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

Owned Following Reported Transaction(s) (Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4) (Instr. 4)

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of

Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

Edgar Filing: KAR Auction Services, Inc. - Form 4

(Instr. 3)	Price of Derivative Security	(Month/E	Day/Year)	(Instr. 8		Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)					(
				Code '	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock	(1)							(2)(3)	(3)	Common Stock	6,845	
Common Stock	<u>(1)</u>	04/04/2017		A		54.0155		(3)	(3)	Common Stock	54.0155	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HOWELL J MARK
13085 HAMILTON CROSSING BLVD. X

CARMEL, IN 46032

Signatures

Rebecca C. Polak as Attorney
In Fact
04/06/2017

**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 phantom stock will convert into shares of KAR common stock on a one-for-one basis.
 - Represents director fees deferred in the reporting person's account in the KAR Auction Services, Inc. Directors Deferred Compensation Plan. Shares of restricted stock were granted on June 8, 2016 at a price of \$41.30 per share and will be settled only for shares of KAR
- (2) common stock on a one-for-one basis. These shares of restricted stock were granted pursuant to the KAR Auction Services, Inc. 2009 Omnibus Stock and Incentive Plan and one-fourth of the grant vests every three months from the date of the grant and such grant is subject to forfeiture until vested.
- (3) The reporting person will receive shares of KAR common stock, on a one-for-one basis, at a future date(s) specified by him pursuant to the deferred compensation plan.
- (4) Reflects the reinvestment of dividend equivalents in additional shares of phantom stock pursuant to the terms of the KAR Auction Services, Inc. Directors Deferred Compensation Plan.
- (5) Reflects dividend payment of which 309.0744 shares are vested and the remaining 21.5619 shares will vest on June 7, 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.

Reporting Owners 2