

DealerTrack Holdings, Inc.  
Form 8-K  
March 04, 2009



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**Item 1.01. Entry Into A Material Definitive Agreement.**

As previously reported in the Current Report on Form 8-K filed on January 9, 2009, Robert Cox, Senior Vice President and Chief Financial Officer left DealerTrack Holdings, Inc. (the Company ) in connection with a workforce reduction. Mr. Cox's last day with the Company was March 2, 2009.

On February 25, 2009, the Company entered into a Severance Agreement and General Release (the Agreement ) with Mr. Cox, setting forth the terms of his departure from the Company. Pursuant to the terms of the Agreement, Mr. Cox will receive, among other things, a single lump sum severance payment of \$447,752, less applicable tax withholding and the acceleration of certain equity awards. A copy of the Agreement is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

**Exhibit**

<b>No.</b>	<b>Description</b>
10.1	Severance Agreement and General Release, dated February 25, 2009, by and between the Company and Robert Cox.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 3, 2009

DealerTrack Holdings, Inc.

By: /s/ Mark F. O Neil  
Mark F. O Neil  
Chief Executive Officer

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