TrueCar, Inc.
Form 3
May 15, 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 *
Â Nguyen James
(Last) (First) (Middle)

C/O TRUECAR, INC.,Â 120 BROADWAY, SUITE 200
(Street)

SANTA MONICA,Â CAÂ 90401
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
05/15/2014

3. Issuer Name **and** Ticker or Trading Symbol
TrueCar, Inc. [TRUE]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP, Corp. & Partner Dev/Sec.

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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	137,733	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 Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	08/20/2017	Common Stock	66,666	$ 0.4949	D	Â
Employee Stock Option (right to buy)	Â (1)	04/26/2019	Common Stock	112,503	$ 0.8249	D	Â
Employee Stock Option (right to buy)	Â (1)	09/25/2018	Common Stock	28,600	$ 0.3899	D	Â
Employee Stock Option (right to buy)	Â (2)	07/15/2020	Common Stock	166,666	$ 2.1149	D	Â
Employee Stock Option (right to buy)	Â (3)	02/17/2021	Common Stock	26,666	$ 2.8349	D	Â
Employee Stock Option (right to buy)	Â (4)	06/14/2021	Common Stock	30,000	$ 3.5549	D	Â
Employee Stock Option (right to buy)	Â (5)	02/14/2022	Common Stock	10,000	$ 11.5049	D	Â
Employee Stock Option (right to buy)	Â (6)	08/31/2022	Common Stock	83,333	$ 7.9949	D	Â
Employee Stock Option (right to buy)	Â (7)	02/22/2023	Common Stock	50,000	$ 7.9199	D	Â
Employee Stock Option (right to buy)	Â (1)	02/22/2023	Common Stock	11,761	$ 7.9199	D	Â
Employee Stock Option (right to buy)	Â (8)	05/02/2023	Common Stock	16,666	$ 7.9199	D	Â
Employee Stock Option (right to buy)	Â (9)	10/22/2023	Common Stock	80,000	$ 8.8799	D	Â
Employee Stock Option (right to buy)	Â (10)	02/07/2024	Common Stock	50,000	$ 9.2549	D	Â
Employee Stock Option (right to buy)	Â (11)	05/02/2024	Common Stock	116,666	$ 12.8099	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nguyen James C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA,Â CAÂ 90401	Â	Â	Â EVP, Corp. & Partner Dev/Sec.	Â

Signatures

/s/ Troy Foster, by power of attorney	05/15/2014
**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) Shares subject to the option are fully vested and immediately exercisable.

(2) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on July 24, 2010.

(3) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 17, 2011.

(4) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 15, 2012.

(5) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 14, 2012.

(6) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on June 30, 2012.

(7) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 22, 2013.

(8) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on June 2, 2013.

(9) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning February 1, 2014.

(10) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning March 7, 2014.

(11) The option is subject to an early exercise provision and is immediately exercisable. One-fourth (1/4th) of the shares subject to the option vest on May 2, 2015 and one forty-eighth (1/48th) of the shares vest monthly thereafter.

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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