

TrueCar, Inc.
Form 4
March 16, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Dietz Steven J

(Last) (First) (Middle)

C/O TRUECAR, INC., 120
BROADWAY, SUITE 200

(Street)

SANTA MONICA, CA 90401

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| Common Stock | 03/12/2015 | | A | (A) 6,753 (1) | \$ 0 23,867 | D | |
| Common Stock | | | | | 20,470 | I | The Dietz Family Trust (2) |
| Common Stock | | | | | 1,300 | I | By daughter (3) |
| Common Stock | | | | | 900 | I | By elder son (3) |
| Common Stock | | | | | 1,000 | I | By younger son (3) |

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| | | | |
|--------------|-----------|---|-----------------------------------------------|
| Common Stock | 5,138,807 | I | By Upfront II, L.P. ⁽⁴⁾ |
| Common Stock | 1,945,375 | I | By Upfront III, L.P. ⁽⁴⁾ |
| Common Stock | 1,501,260 | I | By Upfront GP II, L.P. ⁽⁴⁾ |
| Common Stock | 559,248 | I | By Upfront II Investors, L.P. ⁽⁴⁾ |
| Common Stock | 206,202 | I | By Upfront GP III, L.P. ⁽⁴⁾ |
| Common Stock | 139,397 | I | By Upfront II Partners, L.P. ⁽⁴⁾ |
| Common Stock | 63,152 | I | By Upfront III Investors, L.P. ⁽⁴⁾ |
| Common stock | 31,891 | I | By Upfront III Partners, L.P. ⁽⁴⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (right to | \$ 17.28 | 03/12/2015 | | A | 15,917 | ⁽⁵⁾ 03/12/2025 | Common Stock | 15,917 |

buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|------------------------------------------------------------------------------------------|----------------------------------------|
| | Director 10% Owner Officer Other |
| Dietz Steven J C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401 | X |

Signatures

| | |
|------------------------------------------|------------|
| /s/ Troy Foster, by Power of Attorney | 03/16/2015 |
| __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 reported securities are represented by restricted stock units (RSUs) which were fully vested on the award date. The RSUs were issued to the Reporting Person pursuant to the TrueCar, Inc. 2014 Outside Directors Compensation Program in lieu of annual fees for board and committee membership of \$62,500.
 - (2) Shares held directly by The Dietz Family Trust for which the Reporting Person serves as trustee.

The Reporting Person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
 - (4) The Reporting Person serves as a member of the investment committee of GRP Management Services, Inc. and Upfront Ventures Management, Inc. and may be deemed to share voting and dispositive power with respect to the shares held by Upfront II, L.P., Upfront III, L.P., Upfront GP II, L.P., Upfront II Investors, L.P., Upfront GP III, L.P., Upfront II Partners, L.P., Upfront III Investors, L.P. and Upfront III Partners, L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
 - (5) Shares subject to the option vest in twelve (12) equal monthly installments beginning on April 12, 2015, subject to continued service on the Board on the applicable vesting dates.

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.