

Tischler Howard
 Form 3
 December 12, 2005

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 Tischler Howard (Last) (First) (Middle) C/O DEALERTRACK HOLDINGS, INC., Â 1111 MARCUS AVENUE, SUITE M04 (Street) LAKE SUCCESS, Â NY Â 11042 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 12/12/2005 | 3. Issuer Name and Ticker or Trading Symbol DealerTrack Holdings, Inc. [TRAK] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 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) |
|------------------------------------|--|---|--|
| Restricted Common Stock | 3,500 ⁽¹⁾ | 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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|---------------------|----------------------------|------------------------------|---|---|
| Non-Qualified Stock Option (right to buy) | Â (2) | 05/25/2015 | Common Stock | 10,000 | \$ 12.92 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 05/25/2015 | Common Stock | 30,000 | \$ 12.92 | D | Â |
| Convertible Series A-2 Preferred Stock | Â (4) | Â (4) | Common Stock | 4,071,618 | \$ (4) | I | By First American Credit Management Solutions, Inc. (5) |
| Convertible Series C-3 Preferred Stock | Â (6) | Â (6) | Common Stock | 1,357,206 | \$ (6) | I | By First American Credit Management Solutions, Inc. (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Tischler Howard C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042 | Â X | Â | Â | Â |

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Howard L. Tischler
Date: 12/12/2005

**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) 1/3rd of the shares of restricted common stock will vest yearly from July 1, 2005, such that 100% of the shares will be fully vested on July 1, 2008.
 - (2) 100% of the shares subject to the option will vest on the first anniversary date of May 26, 2005.
 - (3) 1/3rd of the shares subject to the option will vest yearly from July 1, 2005, such that 100% of the shares subject to the option will be fully vested on July 1, 2008.
 - (4) The shares of Convertible Series A-2 Preferred Stock shall automatically convert into shares of common stock on a 1-to-1 basis upon the closing of the Issuer's initial public offering.
 - (5) First American Credit Management Solutions, Inc. ("CMSI") is a wholly-owned subsidiary of First Advantage Corporation, a publicly traded company. First Advantage Corporation may be deemed a beneficial owner of the shares held by CMSI; however, it disclaims beneficial ownership except to the extent of its pecuniary interest. Mr. Tischler is Group President of First Advantage Dealer Services, an affiliate of CMSI. Mr. Tischler disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

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- (6) The shares of Convertible Series C-3 Preferred Stock shall automatically convert into shares of common stock on a 1-to-1 basis upon the closing of the Issuer's initial public offering.

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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