Guthrie Michael Form 4 July 28, 2017

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number: January 31, Expires:

2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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(b).

(Last)

See Instruction

1. Name and Address of Reporting Person \* Guthrie Michael

> (First) (Middle)

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

(Street)

2. Issuer Name and Ticker or Trading Symbol

TrueCar, Inc. [TRUE]

3. Date of Earliest Transaction (Month/Day/Year) 07/26/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title \_ Other (specify below) below) **CFO** 

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

SANTA MONICA, CA 90401

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securities Acquired (A) or or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price		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 Beneficial Ownership (Instr. 4)		
Common Stock	07/26/2017		S <u>(1)</u>	69,653	D	\$ 19.7942 (2)	359,847	D		
Common Stock	07/26/2017		S(1)	700	D	\$ 20.56 (3)	359,147	D		
Common Stock	07/27/2017		M	132,252	A	\$ 7.92	491,399	D		
Common Stock	07/27/2017		S <u>(1)</u>	112,177	D	\$ 18.734 (4)	379,222	D		
Common Stock	07/27/2017		S(1)	34,711	D	\$ 19.3883	344,511	D		

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					(5)		
Common Stock	07/28/2017	M	105,624	A	\$ 7.92	450,135	D
Common Stock	07/28/2017	S <u>(1)</u>	105,624	D	\$ 18.9831 <u>(6)</u>	344,511	D
Common Stock	07/28/2017	A	3,195 (7)	A	\$ 0	347,706	D

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

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(9-02)

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 7.92	07/27/2017		M	78,427	<u>(8)</u>	02/22/2023	Common Stock	78,427
Employee Stock Option (right to buy)	\$ 7.92	07/27/2017		M	32,638	<u>(8)</u>	05/02/2023	Common Stock	32,638
Employee Stock Option (right to buy)	\$ 7.92	07/27/2017		M	21,187	<u>(8)</u>	06/26/2023	Common Stock	21,187
Employee Stock Option (right to buy)	\$ 7.92	07/28/2017		M	105,624	<u>(8)</u>	06/26/2023	Common Stock	105,62

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Guthrie Michael C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401

**CFO** 

### **Signatures**

/s/ Scott Watkinson, by Power of Attorney

07/28/2017

\*\*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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 12, 2017.
- The reported price in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.50 to \$20.35 per share, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4), (5) and (6) to this Form 4.
- The reported price in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.52 to \$20.74 per share, inclusive.
- (4) The reported price in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.23 to \$19.22 per share, inclusive.
- (5) The reported price in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.23 to \$19.75 per share, inclusive.
- (6) The reported price in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.51 to \$19.08 per share, inclusive.
- (7) The reported securities are represented by restricted stock units which vest in eight equal quarterly installments beginning on November 15, 2017.
- (8) The shares subject to the option are fully vested and immediately exercisable.

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.

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