

Guthrie Michael  
Form 4  
August 02, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Guthrie Michael

(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)  
07/31/2017

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)  
CFO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/31/2017		M		42,761	A	\$ 7.92
Common Stock	07/31/2017		M		51,986	A	\$ 8.88
Common Stock	07/31/2017		S <sup>(1)</sup>		94,747	D	\$ 18.7732 (2)
Common Stock	08/01/2017		M		42,806	A	\$ 8.88
Common Stock	08/01/2017		M		47,499	A	\$ 9.255

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Common Stock	08/01/2017		M	20,167	A	\$ 9.255	458,178	D
Common Stock	08/01/2017		S <sup>(1)</sup>	110,472	D	\$ 18.8358 <u>(3)</u>	347,706	D
Common Stock	08/02/2017		M	84,833	A	\$ 9.255	432,539	D
Common Stock	08/02/2017		S <sup>(1)</sup>	84,833	D	\$ 18.3122 <u>(4)</u>	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. 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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7.92	07/31/2017		M		42,761	<u>(5)</u>	06/26/2023	Common Stock	42,761
Employee Stock Option (right to buy)	\$ 8.88	07/31/2017		M		51,986	<u>(6)</u>	10/22/2023	Common Stock	51,986
Employee Stock Option (right to buy)	\$ 8.88	08/01/2017		M		42,806	<u>(6)</u>	10/22/2023	Common Stock	42,806
	\$ 9.255	08/01/2017		M		47,499	<u>(7)</u>	02/07/2024		47,499



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