TrueCar, Inc. Form 4 August 14, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

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response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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)

1. Name and Address of Reporting Person * Dietz Steven J

(Middle)

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

(Street)

(First)

2. Issuer Name and Ticker or Trading Symbol

TrueCar, Inc. [TRUE]

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

08/12/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ Director Officer (give title

_X__ 10% Owner _ Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SANTA MONICA, CA 90401

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Ber						or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)		sed of	` ′	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	08/12/2014		P	1,000	A	\$ 14.1934	1,000	I	By younger son (1)
Common Stock	08/13/2014		P	800	A	\$ 16.2678	800	I	By daughter (1)
Common Stock							17,114 <u>(2)</u>	D	
Common Stock							10,970	I	By The Dietz Family

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			Trust (3)
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.
Common Stock	559,248	I	By Upfront II Investors, L.P. (4)
Common Stock	206,202	Ι	By Upfront GP III, L.P. (4)
Common Stock	139,397	I	By Upfront II Partners, L.P. (4)
Common Stock	63,152	Ι	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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
	Derivative			Securities		(Instr. 3 and 4)		Own	
	Security				Acquired				Follo

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(A) or Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable

Expiration Title Amount Date

Number of Shares

Repo

Trans

(Insti

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	X					
Signatures							

/s/ Troy Foster, by power of attorney

08/14/2014

**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).
- The Reporting Person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be (1) deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- The Form 3 filed on May 15, 2014 incorrectly reported direct beneficial ownership of 17,144 shares. The amount of shares reported as (2) beneficially owned directly by the Reporting Person in this Form 4 has been decreased by thirty (30) shares to correct the administrative
- (3) Shares held directly by The Dietz Family Trust for which the Reporting Person serves as trustee.
 - 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.

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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