

KAR Auction Services, Inc.  
 Form 4  
 August 08, 2016

**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 \*  
**Money James E. II**

(Last) (First) (Middle)  
 13085 HAMILTON CROSSING  
 BLVD.  
 (Street)

CARMEL, IN 46032

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**KAR Auction Services, Inc. [KAR]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**08/04/2016**

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)  
**AFC President**

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	6,750	D	

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

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SEC 1474 (9-02)

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

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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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16.07					(1)		02/28/2022		Common Stock	32,000
Employee Stock Option (right to buy)	\$ 16.264					(1)		02/07/2018		Common Stock	26,600
Restricted Stock Units	(2)					(3)		(3)		Common Stock	925.9585
Restricted Stock Units	(2)					(4)		(4)		Common Stock	1,477.2785
Restricted Stock Units	(2)	08/04/2016		A	574	(5)		(5)		Common Stock	574

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Money James E. II 13085 HAMILTON CROSSING BLVD. CARMEL, IN 46032			AFC President	

## Signatures

Rebecca C. Polak, Attorney  
In Fact 08/08/2016

\*\*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) All shares are currently exercisable.

(2) Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis.

(3) These restricted stock units and dividend equivalents remain subject to a time-vesting requirement and are scheduled to vest and settle into common stock as follows: half of these restricted stock units and dividend equivalents will vest on 2/20/2017 and the remaining half of these restricted stock units and dividend equivalents will vest on 2/20/2018, assuming continued employment through the applicable vesting date.

(4) These restricted stock units and dividend equivalents remain subject to a time-vesting requirement and are scheduled to vest and settle into common stock as follows: one-third of these restricted stock units and dividend equivalents will vest on 2/22/2017, one-third of these restricted stock units and dividend equivalents will vest on 2/22/2018 and the remaining one-third of these restricted stock units and dividend equivalents will vest on 2/22/2019, assuming continued employment through the applicable vesting date.

(5) These restricted stock units remain subject to a time-vesting requirement and are scheduled to vest and settle in common stock as follows: one-third of these restricted stock units vest on 8/4/2017, one-third of these restricted stock units vest on 8/4/2018 and the remaining one-third of these restricted stock units vest on 8/4/2019, assuming continued employment through the applicable vesting date and assuming the performance related conditions set forth in the reporting person's award agreement are met.

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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