

TrueCar, Inc.
Form 4
March 02, 2015

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 *
Brenner Bernard

(Last) (First) (Middle)
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)
02/26/2015

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)
EVP, Business Development

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	02/26/2015		M	3,164 A \$ 0.495	280,011	D	
Common Stock	02/26/2015		M	4,890 A \$ 0.39	284,901	D	
Common Stock	02/26/2015		M	6,500 A \$ 0.39	291,401	D	
Common Stock	02/26/2015		M	5,446 A \$ 2.115	296,847	D	
Common Stock	02/26/2015		S	20,000 D \$ 18.9859	276,849	D	

Common Stock	16,666	I	See footnote <u>(2)</u>
Common Stock	16,666	I	See footnote <u>(3)</u>

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

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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 (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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.495	02/26/2015		M	3,164	<u>(4)</u> 08/21/2017	Common Stock	3,164	
Employee Stock Option (right to buy)	\$ 0.39	02/26/2015		M	4,890	<u>(4)</u> 12/16/2018	Common Stock	4,890	
Employee Stock Option (right to buy)	\$ 0.39	02/26/2015		M	6,500	<u>(4)</u> 09/14/2019	Common Stock	6,500	
Employee Stock Option (right to buy)	\$ 2.115	02/26/2015		M	5,446	<u>(4)</u> 07/15/2020	Common Stock	5,446	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brenner Bernard 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401			EVP, Business Development	

Signatures

/s/ Scott Watkinson, by Power of Attorney
03/02/2015

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.97
- (1) to \$19.04, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.
 - (2) Shares directly held by The Allison Brenner 2014 Family Trust for which the Reporting Person serves as trustee.
 - (3) Shares directly held by The Brenner 2014 Trust for which the Reporting Person serves as trustee.
 - (4) 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.