

TrueCar, Inc.
Form 3
May 15, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Dunn Michael S | | (Month/Day/Year) | TrueCar, Inc. [TRUE] | |
| (Last) | (First) | (Middle) | 05/15/2014 | |
| C/O TRUECAR, INC., 120 BROADWAY, SUITE 200 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SANTA MONICA, CA 90401 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | Chief Technology Officer | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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

| | | | | | |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| | | | | | | | |
|---|-------|------------|-----------------|---------|------------|---|---|
| Employee Stock Option (right to buy) | Â (1) | 05/02/2023 | Common Stock | 233,333 | \$ 7.9199 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 10/22/2023 | Common Stock | 23,333 | \$ 8.8799 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 02/07/2024 | Common Stock | 10,000 | \$ 9.2549 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 05/02/2024 | Common Stock | 33,333 | \$ 12.8099 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dunn Michael S C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401 | Â | Â | Â Chief Technology Officer | Â |

Signatures

/s/ Troy Foster, by power of attorney 05/15/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on August 30, 2013.
- (2) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning February 1, 2014.
- (3) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning March 7, 2014.
- (4) The option is subject to an early exercise provision and is immediately exercisable. One-fourth (1/4th) of the shares subject to the option vest on May 2, 2015 and one forty-eighth (1/48th) of the shares vest monthly thereafter.

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Remarks:

Exhibit 24 - Power of Attorney

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.