

TrueCar, Inc.
Form 4
February 03, 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 *
UNITED SERVICES
AUTOMOBILE ASSOCIATION

(Last) (First) (Middle)

9800 FREDERICKSBURG RD

(Street)

SAN ANTONIO, TX 78288

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TrueCar, Inc. [TRUE]

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 | 02/01/2016 ⁽¹⁾ | | S | | 167,500 (2) (3) (4) | D | |
| | | | | | \$ 6.1113 (2) (3) (4) | | |
| Common Stock | 02/02/2016 | | S | | 32,500 (5) | D | |
| | | | | | \$ 6.058 (5) | | |
| Common Stock | | | | | 1,633,347 | I | USAA Property Holdings, Inc. ⁽⁶⁾ |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| UNITED SERVICES AUTOMOBILE ASSOCIATION 9800 FREDERICKSBURG RD SAN ANTONIO, TX 78288 | | X | | |
| USAA Property Holdings, Inc. 9800 FREDERICKSBURG ROAD SAN ANTONIO, TX 78288 | | X | | |

Signatures

/s/ Douglas I. Ward, Vice President and Chief Investment Officer
Date: 02/03/2016

**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) The transactions reported on this form were executed pursuant to a 10b5-1 plan adopted as of August 26, 2015.

Execution Breakdown of Price/Sold Shares: (continuation will be included in footnote #3, and #4) PRICE SOLD SHARES \$6.00 3,600
(2) \$6.01 2,800 \$6.015 200 \$6.02 800 \$6.025 100 \$6.03 776 \$6.035 1,300 \$6.04 2,747 \$6.045 800 \$6.05 3,900 \$6.055 300 \$6.06 5,900
\$6.065 1,120 \$6.07 5,563 \$6.075 3,800 \$6.08 9,523 \$6.085 7,300 \$6.09 16,736 \$6.095 11,000 \$6.10 8,314

(3) Execution Breakdown of Price/Sold Shares: (continuation from footnote #2) PRICE SOLD SHARES \$6.105 4,535 \$6.11 12,005 \$6.115 5,726 \$6.12 12,169 \$6.125 1,200 \$6.13 8,748 \$6.1323 200 \$6.135 100 \$6.14 1,800 \$6.145 500 \$6.15 2,700 \$6.155 900 \$6.16 2,800

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\$6.165 1,700 \$6.17 3,500 \$6.175 800 \$6.18 2,921 \$6.185 1,100 \$6.19 3,320

Execution Breakdown of Price/Sold Shares: (continuation from footnote #3) PRICE SOLD SHARES \$6.20 2,905 \$6.205 400 \$6.21 2,280

(4) \$6.215 1,300 \$6.22 1,292 \$6.225 100 \$6.23 2,400 \$6.24 500 \$6.25 200 \$6.26 620 \$6.265 200 \$6.27 200 \$6.35 1,600 \$6.405 100 \$6.41 100

(5) Execution Breakdown of Price/Sold Shares: PRICE SOLD SHARES \$ 6.00 10,224 \$6.01 6,196 \$6.02 1,080 \$6.025 200 \$6.03 100 \$6.08 100 \$6.09 100 \$6.10 6,370 \$6.11 200 \$6.12 3,300 \$6.13 300 \$6.14 600 \$6.15 2,800 \$6.18 530 \$6.19 200 \$6.225 200

(6) USAA Property Holdings, Inc. is a wholly owned subsidiary of United Services Automobile Association.

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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