

TrueCar, Inc.  
Form 4  
February 24, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**Painter Scott**

(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)  
**02/24/2015**

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)  
**CEO & Chairman of the Board**

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	02/24/2015		P			56,205	A	\$ 17.4768 (1)	1,870,768 (2)	D	
Common Stock	02/24/2015		P			13,795	A	\$ 17.7707 (3)	1,884,563	D	
Common Stock									3,147	I	See footnote (4)
Common Stock									3,147	I	See footnote

Common Stock	3,147	I	(5) See footnote (6)
Common Stock	3,147	I	See footnote (7)

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 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. 3 and 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Painter Scott 120 BROADWAY SUITE 200 SANTA MONICA, CA 90401	X		CEO & Chairman of the Board	

## Signatures

/s/ Scott Watkinson, by Power of Attorney  
02/24/2015

\_\_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 issued in multiple transactions at prices ranging from \$16.73 to \$17.725, inclusive. The Reporting Person undertakes to provide 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 within the ranges set forth in footnotes (1) and (3) to the Form 4.
- (1) Includes 1,409,332 shares of the Issuer's Common Stock pledged as collateral to secure a line of credit.
  - (2) The prices reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.73 to \$17.85, inclusive.
  - (3) Shares held directly by Indy Painter under the California Uniform Transfers to Minor Act for which the Reporting Person serves as custodian.
  - (4) Shares held directly by Luke Painter under the California Uniform Transfers to Minor Act for which the Reporting Person serves as custodian.
  - (5) Shares held directly by Noah Painter under the California Uniform Transfers to Minor Act for which the Reporting Person serves as custodian.
  - (6) Shares held directly by Zoe Painter under the California Uniform Transfers to Minors Act for which the Reporting Person serves as a custodian.
  - (7)

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.