

TrueCar, Inc.
Form 4
May 23, 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 *
Dietz Steven J

(Last) (First) (Middle)

C/O TRUECAR, INC., 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)
05/19/2016

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)

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)			
			Code	V	Amount or Price					
Common Stock	05/19/2016		A		11,211 (1)	A	\$ 0	35,078 (1)	D	
Common Stock							9,500	I	The Dietz Family Trust 2011 (2)	
Common Stock							10,970	I	The Dietz Family Trust 2007 (3)	
Common							1,300	I	By	

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Stock						daughter ⁽⁴⁾
Common Stock		900	I			By elder son ⁽⁴⁾
Common Stock		1,000	I			By younger son ⁽⁴⁾
Common Stock		5,138,807	I			By Upfront II, L.P. ⁽⁵⁾
Common Stock		1,945,375	I			By Upfront III, L.P. ⁽⁵⁾
Common Stock		1,501,260	I			By Upfront GP II, L.P. ⁽⁵⁾
Common Stock		559,248	I			By Upfront II Investors, L.P. ⁽⁵⁾
Common Stock		206,202	I			By Upfront GP III, L.P. ⁽⁵⁾
Common Stock		139,397	I			By Upfront II Partners, L.P. ⁽⁵⁾
Common Stock		63,152	I			By Upfront III Investors, L.P. ⁽⁵⁾
Common stock		31,891	I			By Upfront III Partners, L.P. ⁽⁵⁾

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 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. D S (I)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 6.69	05/19/2016	A				<u>(6)</u>	05/19/2026	Common Stock	24,952

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dietz Steven J C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401		X		

Signatures

/s/ Scott Watkinson, by Power of Attorney
05/23/2016

**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).

- The reported shares are represented by restricted stock units, or RSUs, which vest in full on the earlier of the day immediately prior to the Issuer's 2017 annual meeting of stockholders (the "2017 Annual Meeting") or May 31, 2017.
- Shares held directly by The Dietz Family Trust 2007, for which the Reporting Person serves as trustee.
- Shares held directly by The Dietz family Trust 2011, for which the Reporting Person serves as trustee.

(4) The Reporting Person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(5) The Reporting Person serves as a member of the investment committee of GRP Management Services, Inc. and Upfront Ventures Management, Inc. and may be deemed to share voting and dispositive power with respect to the shares held by Upfront II, L.P., Upfront III, L.P., Upfront GP II, L.P., Upfront II Investors, L.P., Upfront GP III, L.P., Upfront II Partners, L.P., Upfront III Investors, L.P. and Upfront III Partners, L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

(6) Shares subject to the option vest in twelve equal monthly installments beginning on June 19, 2016. Any unvested shares subject to the option vest on the day immediately prior to the 2017 Annual Meeting.

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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