TrueCar, Inc. Form 4 November 14, 2014

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

OMB

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3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(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)

2. Issuer Name and Ticker or Trading Symbol

TrueCar, Inc. [TRUE]

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

11/12/2014

(Check all applicable)

Issuer

_X__ Director Officer (give title below)

_X__ 10% Owner __ Other (specify

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SANTA MONICA, CA 90401

(City)	(State)	(Zip) Tab	- Non-Derivative Securities Acquired, Di	sposed 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)	Or	ies Ownership Indirect cially Form: Beneficial Direct (D) Ownership ing or Indirect (Instr. 4)
Common Stock	11/12/2014		P 7,500 A \$ 17.515 18,470	By The Dietz Family Trust (1)
Common Stock			17,114	4 D
Common Stock			1,300	$\begin{array}{cc} & & \text{By} \\ \text{I} & & \text{daughter} \\ & & \underline{^{(2)}} \end{array}$
Common Stock			900	I By elder $son \frac{(2)}{}$

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Common Stock	1,000	I	By younger son (2)
Common Stock	5,138,807	I	By Upfront II, L.P. (3)
Common Stock	1,945,375	I	By Upfront III, L.P. (3)
Common Stock	1,501,260	I	By Upfront GP II, L.P.
Common Stock	559,248	I	By Upfront II Investors, L.P. (3)
Common Stock	206,202	I	By Upfront GP III, L.P. (3)
Common Stock	139,397	I	By Upfront II Partners, L.P. (3)
Common Stock	63,152	I	By Upfront III Investors, L.P. (3)
Common Stock	31,891	I	By Upfront III Partners, L.P. (3)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

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4, and 5)

						Amount
		(D)	Date Exercisable	Expiration Date	Title	of
Code V	(A)	(D)				Shares

Reporting Owners

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

/s/ Troy Foster, by power of 11/14/2014 attorney **Signature of Reporting Person

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) Shares held directly by The Dietz Family Trust for which the Reporting Person serves as trustee.
- The Reporting Person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be (2) deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
 - 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.

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.

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