

TrueCar, Inc.
Form 4
February 25, 2015

FORM 4

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

OMB APPROVAL

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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)
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)
02/25/2015

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)

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)
Common Stock	02/25/2015		P	V 2,000 A \$ 17.6166 <u>(1)</u>	20,470	I	The Dietz Family Trust <u>(2)</u>
Common Stock					17,114	D	
Common Stock					1,300	I	By daughter <u>(3)</u>
Common Stock					900	I	By elder son <u>(3)</u>
Common					1,000	I	By

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Stock							younger son ⁽³⁾
Common Stock				5,138,807	I		By Upfront II, L.P. ⁽⁴⁾
Common Stock				1,945,375	I		By Upfront III, L.P. ⁽⁴⁾
Common Stock				1,501,260	I		By Upfront GP II, L.P. ⁽⁴⁾
Common Stock				559,248	I		By Upfront II Investors, L.P. ⁽⁴⁾
Common Stock				206,202	I		By Upfront GP III, L.P. ⁽⁴⁾
Common Stock				139,397	I		By Upfront II Partners, L.P. ⁽⁴⁾
Common Stock				63,152	I		By Upfront III Investors, L.P. ⁽⁴⁾
Common stock				31,891	I		By Upfront III Partners, L.P. ⁽⁴⁾

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	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	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. Nu Deriv Secur Bene Own
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