

TrueCar, Inc.  
 Form 3  
 November 07, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Gunsagar Neeraj		(Month/Day/Year)	TrueCar, Inc. [TRUE]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		10/27/2016		
C/O TRUECAR, INC.,Â 120 BROADWAY, SUITE 200			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			EVP, Chief Marketing Officer	
SANTA MONICA,Â CAÂ 90401				6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	357,156 <sup>(1)</sup>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	02/14/2022	Common Stock	16,666	\$ 11.51	D	Â
Employee Stock Option (right to buy)	Â (3)	08/31/2022	Common Stock	9,999	\$ 8	D	Â
Employee Stock Option (right to buy)	Â (4)	02/22/2023	Common Stock	11,599	\$ 7.92	D	Â
Employee Stock Option (right to buy)	Â (5)	05/02/2023	Common Stock	2,796	\$ 7.92	D	Â
Employee Stock Option (right to buy)	Â (6)	06/06/2023	Common Stock	37,203	\$ 7.92	D	Â
Employee Stock Option (right to buy)	Â (7)	11/21/2023	Common Stock	116,666	\$ 8.9	D	Â
Employee Stock Option (right to buy)	Â (8)	02/28/2024	Common Stock	609	\$ 9.26	D	Â
Employee Stock Option (right to buy)	Â (9)	05/15/2024	Common Stock	78,182	\$ 12.81	D	Â
Employee Stock Option (right to buy)	Â (10)	10/06/2024	Common Stock	150,000	\$ 20.85	D	Â
Employee Stock Option (right to buy)	Â (11)	04/23/2025	Common Stock	75,000	\$ 15.71	D	Â
Employee Stock Option (right to buy)	Â (12)	08/11/2026	Common Stock	500,000	\$ 10.85	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gunsagar Neeraj C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401	Â	Â	Â EVP, Chief Marketing Officer	Â

## Signatures

/s/ Scott Watkinson, by Power of Attorney  
Date: 11/07/2016

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).

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- (1) Includes 342,158 shares represented by restricted stock units.
- (2) Shares subject to the option are fully vested and immediately exercisable.
- (3) Shares subject to the option are fully vested and immediately exercisable.
- (4) Shares subject to the option vest in forty-eight (48) equal monthly installments beginning on March 22, 2013.
- (5) Shares subject to the option vest in forty-eight (48) equal monthly installments beginning on June 2, 2013.  
An option to purchase 47,203 shares was granted on June 6, 2013 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. Shares subject to the option vest in forty-eight (48) equal monthly installments beginning on June 22, 2013.
- (6) Shares subject to the option vest in forty-eight (48) equal monthly installments beginning on December 11, 2013.
- (7) Shares subject to the option vest in forty-eight (48) equal monthly installments beginning on March 27, 2014.
- (8) Shares subject to the option vest in forty-eight (48) equal monthly installments beginning on March 1, 2015.
- (9) One tenth (1/10) of the shares subject to the option were vested on October 6, 2014. The remaining shares subject to the option vest in forty-eight (48) equal monthly installments beginning on November 6, 2014.
- (10) One-twelfth (1/12) of the shares subject to the option were vested on May 1, 2015. The remaining shares subject to the option vest in forty-four (44) equal monthly installments beginning June 1, 2015.
- (11) 10,416 shares subject to the option were vested on August 11, 2016. The remaining shares subject to the option vest in forty-seven (47) equal monthly installments beginning on August 24, 2016.
- (12)

Â

**Remarks:**

Ex.Â 24Â -Â PowerÂ ofÂ Attorney

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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