#### POLAK REBECCA C.

Form 4

March 14, 2013

# FORM 4

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

**OMB** 

Expires:

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5

**SECURITIES** 

Estimated average burden hours per

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

response... 0.5

1(b).

Common

Stock

03/12/2013

(Print or Type Responses)

1. Name and Address of Reporting Person * POLAK REBECCA C.			2. Issuer Name and Ticker or Trading Symbol KAR Auction Services, Inc. [KAR]					5. Relationship of Reporting Person(s) to Issuer			
(Last) 13085 HAM BLVD.	(First)  MILTON CROSS	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/12/2013			,	(Check all applicable)  Director 10% OwnerX Officer (give title Other (specify below)  EVP, GC & Secretary				
CARMEL,	(Street) IN 46032			ndment, Dath/Day/Yea	ate Origina r)	1		6. Individual or Jo Applicable Line) _X_ Form filed by Moreon	One Reporting Pe	erson	
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	) Execution any	med on Date, if Day/Year)	3. Transacti Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	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					1.052		\$			By KAR	

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

S

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.

5,375 (2)

Ι

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

1,052

(1)

D

18.48

**Holdings** 

II, LLC

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 10					(3)(4)(5)	05/06/2019	Common Stock	176,720 (3) (4) (5)

## **Reporting Owners**

Panarting Owner Name / Address	Relationships

Director 10% Owner Officer Other

POLAK REBECCA C. 13085 HAMILTON CROSSING BLVD. CARMEL, IN 46032

EVP, GC & Secretary

8. F Der Sec (Ins

# **Signatures**

Rebecca C. Polak as Attorney
In Fact
03/14/2013

\*\*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).
- (1) Reflects sales of shares of common stock of KAR Auction Services, Inc. in a secondary offering by KAR Holdings II, LLC that closed on March 12, 2013.
- Includes 5,375 shares of common stock held of record by KAR Holdings II, LLC, by virtue of the reporting person's common ownership interest in KAR Holdings II, LLC. The reporting person disclaims beneficial ownership of these securities, and 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.
- (3) 44,180 of these options are service options that became exercisable as of the effective date of the Company's initial public offering.
  - 132,540 of these options are performance options that will vest as follows: 25% of these options vested on March 1, 2013; 25% of these options vest if the closing price of a share of the Company's common stock exceeds \$25.00 for twenty (20) consecutive trading days; 25%
- (4) of these options vest if the closing price of a share of the Company's common stock exceeds \$30.00 for twenty (20) consecutive trading days; and 25% of these options vest if the closing price of a share of the Company's common stock exceeds \$35.00 for twenty (20) consecutive trading days.
- An additional condition to vesting is that the reporting person must be a director, officer, employee, consultant or agent of the Company or any of its subsidiaries on the date on which the conditions set forth above are satisfied.

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