KAR Auction Services, Inc.

Form 4 June 13, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 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 * Skuy Benjamin			2. Issuer Name and Ticker or Trading Symbol KAR Auction Services, Inc. [KAR]					C	5. Relationship of Reporting Person(s) to Issuer		
(Last)	3 Date of	f Farliest T	Γ_{r_i}	ansaction	_	_	(Check all applicable)				
(Last) (First) (Middle) 13085 HAMILTON CROSSING			3. Date of Earliest Transaction (Month/Day/Year) 06/11/2013						Director _X_ Officer (give below)		6 Owner er (specify
BLVD.									EVP of International Markets		
	4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check				
	Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person				
CARMEL,							Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Non-	·D	erivative	Secui	rities Acq	uired, Disposed o	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transact Code (Instr. 8))	4. Securin(A) or Di (Instr. 3,	ispose 4 and (A) or	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 Stock	06/11/2013			S		4,049 (1)	D	\$ 20.45	13,878 (2)	I	By KAR Holdings II, LLC
Common Stock									5,000	D	

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

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SEC 1474

(9-02)

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$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

8. F Der Sec (Ins

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	any Code of (Month/Day/Year) (Instr. 8) Derivat Securiti Acquire (A) or Dispose of (D) (Instr. 3)		orNumber of Derivative Securities Acquired (A) or Disposed			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 II S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 10					(3)(4)(5)	08/20/2017	Common Stock	175,880 (3) (4) (5)	
Employee Stock Option (right to buy)	\$ 16.264					(5)(6)(7)	02/07/2018	Common Stock	15,040 (5) (6) (7)	
Employee Stock Option (right to buy)	\$ 13.46					(5)(8)(9)	03/01/2020	Common Stock	121,560 (5) (8) (9)	

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

Relationships

Skuy Benjamin

13085 HAMILTON CROSSING BLVD. EVP of International Markets

CARMEL, IN 46032

Signatures

Rebecca C. Polak as Attorney
In Fact
06/13/2013

**Signature of Reporting Person Date

Reporting Owners 2

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 June 11, 2013.
- Includes 13,878 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) 43,970 of these options are service options that became exercisable as of the effective date of the Company's initial public offering.
 - 131,910 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.
- (5) 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.
- (6) 3,760 of these options are service options that became exercisable as of the effective date of the Company's initial public offering.
 - 11,280 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%
- (7) 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.
- 30,390 of these options are service options that vest based upon the passage of time and the reporting person's continued service with the (8) Company. 25% of these options became exercisable on 3/1/2011, 25% of these options became exercisable on 3/1/2012, 25% of these options became exercisable on 3/1/2013, and the remaining 25% of these options become exercisable on 3/1/2014.
 - 91,170 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%
- (9) 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.

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.