KAR Auction Services, Inc.

Form 4 June 13, 2013

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

OMB Number:

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January 31, 2005

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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

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

| 1. Name and A OBRIEN T | Symbol | • | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|------------------------|---------------------|----------------------------------|---------------------------------|--------------------------|---------|--|--|---------------------|-------------------------|--|
| | | KAR Auction Services, Inc. [KAR] | | | | (Check all applicable) | | | | |
| (Last) | (First) (N | | 3. Date of Earliest Transaction | | | | | | | |
| 12005 1143 | | (Month/Day/Year) | | | | Director | | Owner (specify | | |
| 13085 HAN | NG 06/11/2 | 06/11/2013 | | | | X Officer (give title Other (specify below) | | | | |
| BLVD. | | | | | | | (| CEO of IAAI | | |
| (Street) 4. | | | 4. If Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | |
| | | Filed(Mo | onth/Day/Yea | r) | | | Applicable Line) _X_ Form filed by | One Reporting Pe | erson | |
| CARMEL, IN 46032 | | | | | | | Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) Tak | le I - Non-l | Derivative | Secur | ities Acq | uired, Disposed o | f, or Beneficial | lly Owned | |
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securi | ities A | cquired | 5. Amount of | 6. | 7. Nature of | |
| Security | (Month/Day/Year) | Execution Date, if | | on(A) or D | • | | Securities | Ownership | Indirect | |
| (Instr. 3) | | any (Month/Day/Year) | | Code (Instr. 3, 4 and 5) | | | Beneficially Owned | Form: Direct (D) or | Beneficial Ownership | |
| | | (Wollin Dayr Tear) | (msu. o) | | | | Following | Indirect (I) | (Instr. 4) | |
| | | | | | (A) | | Reported | (Instr. 4) | | |
| | | | | | or | | Transaction(s) (Instr. 3 and 4) | | | |
| | | | Code V | Amount | (D) | Price | (Ilisti. 3 and 4) | | | |
| Common | | | | 4,510 | | \$ | (0) | | By KAR | |
| | 06/11/2013 | | S | | D | | $15,454 \frac{(2)}{}$ | I | Holdings | |
| Stock | | | | (1) | | 20.45 | | | II, LLC | |

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)

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Title a | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|-------------|------------|--------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amount | of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day | Year) | Underlyi | ing | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | 3 | | (Instr. 3 | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | ٨ | mount | | |
| | | | | | | | | 01 | | | |
| | | | | | | Date | Expiration | | umber | | |
| | | | | | | Exercisable | Date | of | | | |
| | | | | Code V | (A) (D) | | | | hares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|----------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| OBRIEN THOMAS C 13085 HAMILTON CROSSING BLVD. CARMEL, IN 46032 | | | CEO of IAAI | | | |

Signatures

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

**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).
- Reflects sales of shares of common stock of KAR Auction Services, Inc. in a secondary offering by KAR Holdings II, LLC that closed on **(1)** June 11, 2013.
 - Includes (i) 14,342 shares of common stock held of record by KAR Holdings II, LLC (which are attributable to Axle Holdings II, LLC), by virtue of the reporting person's common ownership interest in Axle Holdings II, LLC and (ii) 1,112 shares of common stock held of
- (2) 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.

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.

Reporting Owners 2