KAR Auction Services, Inc.

Form 4

November 07, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL			
							OMB Number:	3235-0287			
Check thi if no long	rer	g ,					Expires:	January 31, 2005			
subject to Section 1 Form 4 of	6. <b>SIAIE</b> !	SECURITIES						average ırs per			
Form 4 or Form 5 obligations may continue. See Instruction 1(b).  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 F	Responses)										
1. Name and Address of Reporting Person * Moore Church M			2. Issuer Symbol	Name and	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer					
			KAR A	action Ser	vices, Inc. [KAR]	(Chec	k all applicabl	e)			
(Last)  C/O: KELSO PARK AVE		(Month/D	•	nsaction	_X_ Director Officer (give below)		% Owner er (specify				
			ndment, Dat th/Day/Year)	· ·	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
NEW YORI	K, NY 10022					Form filed by N Person	More than One R	eporting			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative Securities Ac	equired, Disposed of	f, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any	emed on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership			

Common Stock  $J_{\underline{(1)}}$   $J_{\underline{(1)}}$   $J_{\underline{(1)}}$   $A_{\underline{(1)}}$   $A_{\underline{(1)}}$   $A_{\underline{(2)}}$   $A_{\underline{(2)}}$ 

Code V

Common Stock  $\begin{array}{c} 11,902,599 \overset{(2)}{-} \\ \frac{(3)}{-} \overset{(4)}{-} \end{array} \quad \text{I} \qquad \begin{array}{c} \text{By KAR} \\ \text{Holdings} \\ \text{II, LLC} \end{array}$ 

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Following

Reported

Transaction(s)

(Instr. 3 and 4)

(A)

or

Price

Amount (D)

(Instr. 4)

(Instr. 4)

#### Edgar Filing: KAR Auction Services, Inc. - Form 4

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

1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
							Date		Number		
				C-1- V	(A) (D)				of Shares		
				Code V	(A) (I))				Snares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

Moore Church M C/O: KELSO AND COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022

X

### **Signatures**

/s/ Rosanna T. Leone, as Attorney-in-Fact

11/07/2013

\*\*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).
- Reflects an in-kind distribution of shares of common stock of KAR Auction Services, Inc. from KAR Holdings II, LLC ("KAR LLC") (1) and Axle Holdings II, LLC ("Axle LLC") to KEP VI, LLC ("KEP VI"). In connection with such in-kind distribution, common units held by the reporting person in KEP VI were redeemed.
  - Includes (i) 4,856,106 shares of common stock held of record by KAR LLC (which are attributable to Axle LLC), by virtue of Kelso Investment Associates VII, L.P.'s ("KIA VII") ownership interest in Axle LLC, (ii) 1,200,112 shares of common stock held of record by
- KAR LLC (which are attributable to Axle LLC), by virtue of KEP VI's ownership interest in Axle LLC, (iii) 4.689,993 shares of common stock held of record by KAR LLC, by virtue of KIA VII's ownership interest in KAR LLC and (iv) 1,156,388 shares of common stock held of record by KAR LLC, by virtue of KEP VI's ownership interest in KAR LLC.
- Kelso GP VII, LLC ("GP VII LLC") is the general partner of Kelso GP VII, L.P. ("GP VII LP"). GP VII LP is the general partner of KIA VII. Each of GP VII LLC, GP VII LP and KIA VII disclaims beneficial ownership of the securities owned of record by KAR LLC, except to the extent of their respective pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes.
- (4) The reporting person may be deemed to share beneficial ownership of securities owned of record or beneficially owned by GP VII LLC, GP VII LP, KIA VII, KEP VI and KAR LLC, by virtue of his status as managing members of GP VII LLC and KEP VI, but disclaims beneficial ownership of such securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner

Reporting Owners 2

### Edgar Filing: KAR Auction Services, Inc. - Form 4

of these securities for purposes of Section 16 or for any other purposes.

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.