KAR Auction Services, Inc.

Form 4

January 06, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 \* WARD JONATHAN P

2. Issuer Name and Ticker or Trading Symbol

KAR Auction Services, Inc. [KAR]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

01/02/2014

(Check all applicable) X\_ Director 10% Owner

Officer (give title Other (specify below)

C/O: KAR AUCTION SERVICES, INC., 13085 HAMILTON CROSSING BLVD.

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CARMEL, IN 46032

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Ownership Indirect (I) (Instr. 4) Following (Instr. 4)

(A)

Reported Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

Common 01/02/2014 Stock

419 (1) A A

419 (2) D

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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. 5. Number Transaction of		nber	6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities		8. Price of Derivative	
Security (Instr. 3)	or Exercise Price of Derivative Security	(monta Day, 1 car)	any (Month/Day/Year)	Code (Instr. 8	le Derivative		(Month/Day/		(Instr. 3 and 4)		Security (Instr. 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0 (3)							(4)(5)	<u>(5)</u>	Common Stock	0	
Phantom Stock	\$ 0 (3)	01/03/2014		A		103 (6) (7)		<u>(5)</u>	<u>(5)</u>	Common Stock	103	\$ 30.1

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
ARD JONATHAN P O: KAR AUCTION SERVICES, INC. 085 HAMILTON CROSSING BLVD. ARMEL, IN 46032	X							

## **Signatures**

WA C/C 130 CA

Rebecca C. Polak as Attorney
In Fact
01/06/2014

\*\*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) 419 of these shares are shares of restricted stock that were granted pursuant to the KAR Auction Services, Inc. 2009 Omnibus Stock and Incentive Plan and 50% will vest on April 2, 2014 and the remaining 50% will vest on June 10, 2014.
- (2) Since the date of the reporting person's last ownership report, he transferred 7,572 shares of KAR common stock to his ex-wife pursuant to a Domestic Relations Order. The reporting person no longer reports as beneficially owned any securities owned by his ex-wife.
- (3) The phantom stock will convert into shares of KAR common stock on a one-for-one basis.
  - Represents director fees deferred in the reporting person's account in the KAR Auction Services, Inc. Directors Deferred Compensation Plan. Shares of restricted stock were granted on June 12, 2013 at a price of \$22.34 per share and will be settled only for shares of KAR
- (4) common stock on a one-for-one basis. These 3,358 shares of restricted stock were granted pursuant to the KAR Auction Services, Inc. 2009 Omnibus Stock and Incentive Plan and one-fourth of the grant vests every three months from the date of grant (June 12, 2013) and such grant is subject to forfeiture until vested.

**(5)** 

Reporting Owners 2

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The reporting person will receive shares of KAR common stock, on a one-for-one basis, at a future date(s) specified by him pursuant to the deferred compensation plan.

- (6) Reflects dividend payment of which 89 of these shares vested on 1/3/14, 7 of these shares will vest on 3/11/14 and the remaining 7 shares will vest on 6/11/14.
- (7) Reflects the reinvestment of dividend equivalents in additional shares of phantom stock pursuant to the terms of the KAR Auction Services, Inc. Directors Deferred Compensation Plan.

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.