KAR Auction Services, Inc.

Form 4

January 11, 2016

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

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

2. Issuer Name and Ticker or Trading

KAR Auction Services, Inc. [KAR]

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * **BOURELL TODD F**

(First) (Middle) (Last)

13085 HAMILTON CROSSING BLVD.

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

01/07/2016

CARMEL, IN 46032

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Symbol

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed Security

(Instr. 3)

(Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code

Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

(A)

or Code V Amount (D) Price Applicable Line)

Following

Reported

Transaction(s)

(Instr. 3 and 4)

X_ Director

Officer (give title

Issuer

below)

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

(Instr. 4) (Instr. 4)

OMB APPROVAL

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January 31,

2005

0.5

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Number:

Expires:

response...

Estimated average

burden hours per

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1474

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

1. Title of Derivative Conversion

or Exercise

Security

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (ADisposed of (Instr. 3, 4, 5)	f (D)				
			Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock	(1)				(2)(3)(4)	(2)	Common Stock	188.749	
Common	<u>(1)</u>	01/07/2016	A	20.9588	<u>(2)</u>	(2)	Common	20.9588	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BOURELL TODD F 13085 HAMILTON CROSSING BLVD. X CARMEL, IN 46032

Signatures

Rebecca Polak, Attorney
In Fact
01/11/2016

**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) The phantom stock will convert into shares of KAR common stock on a one-for-one basis.
- (2) 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.
 - 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 6/3/2015 at a price of \$38.18 per share and will be settled only for shares of KAR
- (3) common stock on a one-for-one basis. These 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 the grant and such grant is subject to forfeiture until vested.
 - Represents director fees deferred in the reporting person's account in the KAR Auction Services, Inc. Directors Deferred Compensation Plan. 170 of these shares of restricted stock were granted on 1/4/2016 at a price of \$36.92 per share and will be settled only for shares of
- (4) KAR common stock on a one-for-one basis. These 170 shares of restricted stock were granted pursuant to the KAR Auction Services, Inc. 2009 Omnibus Stock and Incentive Plan and 50% will vest on March 9, 2016 and the remaining 50% will vest on June 8, 2016 and such grant is subject to forfeiture until vested.
- (5) 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.
- (6) Reflects dividend payment of which 9.7490 shares are vested and the remaining shares will vest as follows: 5 shares vest on 3/2/2016, and the remaining 4 shares vest on 6/2/2016.
- (7) Reflects dividend payment of which 9.9645 shares are vested and the remaining shares will vest as follows: 4.9832 shares vest on 3/2/2016, and the remaining 4.9757 shares vest on 6/2/2016.

(8)

Reporting Owners 2

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Reflects dividend payment of which 10.4794 shares are vested and the remaining shares will vest as follows: 5.2397 shares vest on 3/2/2016, and the remaining 5.2397 shares vest on 6/2/2016.

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