KAR Auction Services, Inc.

Form 4

February 11, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Caruso Thomas J.

(First)

C/O: KAR AUCTION SERVICES,

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

INC., 13085 HAMILTON

CROSSING BOULEVARD

(Middle)

3. Date of Earliest Transaction

KAR Auction Services, Inc. [KAR]

Director 10% Owner

(Month/Day/Year)

02/09/2016

X_ Officer (give title Other (specify below)

(Check all applicable)

Chief Client Officer

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

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

Applicable Line)

CARMEL, IN 46032

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

(Month/Day/Year) Execution Date, if

2. Transaction Date 2A. Deemed

(Month/Day/Year)

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

5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned (Instr. 4) Following

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of 8 **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8) A (. C (.) (.)	Securities Acquired A) or Disposed D) Instr. 3, and 5)	l l of	(Month/Day/	Year)	(Instr. 3 and 4)		
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 16.677							<u>(1)</u>	08/19/2018	Common Stock	10,275	
Employee Stock Option (right to buy)	\$ 13.46							<u>(1)</u>	03/01/2020	Common Stock	33,585	
Employee Stock Option (right to buy)	\$ 14.44							<u>(1)</u>	02/25/2021	Common Stock	25,000	
Restricted Stock Units	(2)	02/09/2016		A]	1,519		<u>(3)</u>	(3)	Common Stock	1,519	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Caruso Thomas J.

C/O: KAR AUCTION SERVICES, INC. 13085 HAMILTON CROSSING BOULEVARD CARMEL, IN 46032

Chief Client Officer

Signatures

Rebecca C. Polak as Attorney
In Fact

02/11/2016

**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).

Reporting Owners 2

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- (1) All shares are currently exercisable.
- (2) Converts into common stock on a 1-for-1 basis.
 - The compensation committee certified on February 9, 2016 that the Company achieved the 2015 net income performance goal for the restricted stock unit awards granted in 2015 under the KAR Auction Services, Inc. 2009 Omnibus Stock and Incentive Plan. These
- (3) restricted stock units remain subject to a time-vesting requirement and are scheduled to vest and settle in common stock as follows: one-third of these restricted stock units vest on 2/20/2016, one-third of these restricted stock units vest on 2/20/2017 and the remaining one-third of these restricted stock units vest on 2/20/2018.

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.