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

	on Services, Inc.									
Form 4	17									
July 07, 20										
FORM	$\mathbf{M} 4_{\text{UNITED}}$	STATES	SECU	RITIFS	AND FX	CHANGE	COMMISSION	т	PPROVAL	
		STATES		shington				OMB Number:	3235-0287	
Check t				0				Expires:	January 31,	
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Estimated	2005 average		
Section	16.			SECUI	RITIES			burden hou		
Form 4 Form 5				1((-) - 64	<b>C</b>	Con English		response	. 0.5	
obligati							nge Act of 1934, of 1935 or Sectio	\n		
may con See Inst	nunue.			•	•	ny Act of 1		<u>)11</u>		
1(b).	iruction	()				-)				
(Print or Type	Responses)									
1. Name and	Address of Reporting	Person <sup>*</sup>	2 Issu	er Name <b>an</b>	<b>d</b> Ticker or	Trading	5. Relationship o	f Reporting Per	rson(s) to	
HOWELL J MARK			2. Issuer Name <b>and</b> Ticker or Trading Symbol				Issuer			
			KAR Auction Services, Inc. [KAR]				(Chark all applicable)			
(Last)	(First) (	Middle)	3. Date of Earliest Transaction				(Check all applicable)			
			(Month/Day/Year)				_X_ Director 10% Owner			
13085 HAMILTON CROSSING		ING	07/05/2016			Officer (give title Other (specify below) below)				
BLVD.								· · · · · ,		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>				
										CARMEL
							Person			
(City)	(State)	(Zip)	Tał	ole I - Non-	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date			3.	4. Securit			6. Ownership	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	/Day/Year) Execution Date, if any (Month/Day/Year)		, if TransactionAcquired (A) or Code Disposed of (D)		Securities Beneficially	Form: Direct (D) or Indirect	Indirect Beneficial		
(							Owned	(I)	Ownership	
							Following Reported	(Instr. 4)	(Instr. 4)	
						(A)	Transaction(s)			
				Code V	Amount	or (D) Price	(Instr. 3 and 4)			
			c		<i>c</i> 11		· • •			
Reminder: Re	eport on a separate line	e for each cla	ass of sec	urities bene	-	-	-	ation of a	EC 1474	
							spond to the collect ained in this form		SEC 1474 (9-02)	
					requir	ed to resp	ond unless the for	'n		
					displa numb		ntly valid OMB co	ntrol		

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

E S

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A Disposed o (Instr. 3, 4, 5)	f (D)				(
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	<u>(1)</u>					(2)(3)	(3)	Common Stock	6,845
Common Stock	<u>(1)</u>	07/05/2016	А	48.7544		(3)	(3)	Common Stock	48.7544

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HOWELL J MARK 13085 HAMILTON CROSSING BLVD. CARMEL, IN 46032	Х					
Signatures						
Rebecca C. Polak as Attorney						

In Fact	07/07/2016		
**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.

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 6/8/2016 at a price of \$41.30 per share and will be settled only for shares of KAR

- (2) 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.
- (3) 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.
- (4) 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.
- (5) Reflects dividend payment of which 29.2883 shares are vested and the remaining shares will vest as follows: 4.8665 shares vest on 9/7/2016, 4.8665 shares vest on 12/7/2016, 4.8665 shares vest on 3/7/2017 and the remaining 4.8666 shares vest on 6/7/2017.

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.