#### Edgar Filing: MEHRA SANJEEV K - Form 3

#### MEHRA SANJEEV K

Form 3

December 10, 2009

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

**OMB APPROVAL** 

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

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 Responses)

1. Name and Address of Reporting

Person \*

MEHRA SANJEEV K

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

12/10/2009

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

KAR Auction Services, Inc. [KAR]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O GOLDMAN, SACHS & CO., Â 85 BROAD STREET

(Street)

(Check all applicable)

Officer

10% Owner \_X\_\_ Director Other

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

NEW YORK, NYÂ 10004

(City) (State)

1. Title of Security (Instr. 4)

Common Stock

(Zip)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned

(Instr. 4)

(give title below) (specify below)

Ownership Form:

Ownership

(Instr. 5)

Direct (D) or Indirect (I)

27,081,830

(Instr. 5) I

See footnotes (1) (2)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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2. Date Exercisable and

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

1. Title of Derivative Security (Instr. 4)

**Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** 

Conversion or Exercise Price of

Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4)

Title

Derivative Security: Direct (D) Security

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Date Expiration Amount or or Indirect
Exercisable Date Number of (I)
Shares (Instr. 5)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MEHRA SANJEEV K C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK, NYÂ 10004

 $\hat{A}$  X  $\hat{A}$   $\hat{A}$   $\hat{A}$ 

**Signatures** 

/s/ Kevin P. Treanor, Attorney-in-fact

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 5(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).

The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a wholly-owned (1) subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any.

GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 27,081,830 shares of common stock, par value \$0.01 per share (the "Common Stock"), of KAR Auction Services, Inc., by reason of the indirect beneficial ownership of such shares by certain limited partnerships (the "Limited Partnerships"). The Limited Partnerships may be deemed to beneficially own

(2) indirectly 27,081,830 shares of Common Stock by reason of the direct beneficial ownership of such shares by KAR Holdings II, LLC. The common interests of KAR Holdings II, LLC are held by a private investor group, which includes the Limited Partnerships. Goldman Sachs is the investment manager of the Limited Partnerships. Affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner or managing partner of the Limited Partnerships.

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.

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