#### MEHRA SANJEEV K

Form 4

December 13, 2012

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

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January 31, 2005

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

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

may continue. See Instruction

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 Ad MEHRA SA	*	rting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			KAR Auction Services, Inc. [KAR]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
C/O GOLDMAN, SACHS &			12/11-05:00/2012	Officer (give title Other (specify			
CO., 200 WE	EST STREE	T		below) below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
NEW YORK	, NY 10282	,					
(City)	(State)	(Zip)	Table I New Desireding Committee As	onical Diseased of an Boneficially Occurs			

(City)	(State)	(Zip) Table	e I - Non-D	erivative Secu	ırities	Acquired, I	Disposed of, or B	, or Beneficially Owned						
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) or TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
Common Stock	12/11-05:00/2012	2	Code V S	Amount 3,934,778 (2) (4)	(D)	Price \$ 16.7125 (2)	23,147,052	I	See footnotes (1) (2) (3) (4) (5)					

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date		or Title Number			
						Exercisable					
				~	<i>(</i> 1) (5)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MEHRA SANJEEV K C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282

## **Signatures**

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

12/13-05:00/2012

\*\*Signature of Reporting Person

Over-Allotment Option.

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).
- 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.
  - In connection with the secondary offering (the "Secondary Offering") of common stock, par value \$0.01 per share (the "Common Stock"), of KAR Auction Services, Inc. (the "Company") by a selling stockholder pursuant to an underwriting agreement (the "Underwriting
- Agreement") and final prospectus supplement, each dated December 5, 2012, KAR Holdings II, LLC ("KAR LLC"), as selling stockholder, sold 13,500,000 shares of Common Stock of the Company at \$16.7125 per share, which represents the \$17.50 Secondary Offering price per share of Common Stock, less the underwriting discount of \$0.7875 per share of Common Stock. The Secondary Offering closed on December 11, 2012.
- The common interests of KAR LLC are held by a private investor group, which includes certain limited partnerships (the "Limited Partnerships"). Goldman Sachs is a wholly-owned subsidiary of GS Group. 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.

Pursuant to the Underwriting Agreement and in connection with the Secondary Offering, the underwriters exercised their option (the "Over-Allotment Option") to purchase additional shares of Common Stock from the selling stockholder. Goldman Sachs is one of several underwriters under the Underwriting Agreement. The Over-Allotment Option closed simultaneously with the Secondary Offering on December 11, 2012. KAR LLC sold an additional 2,025,000 shares of Common Stock pursuant to the underwriters' exercise of the

Reporting Owners 2

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As of December 11, 2012, as a result of the Secondary Offering and the exercise of the Over-Allotment Option, GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 23,147,052 shares of Common Stock of the Company by reason of the indirect beneficial ownership of such shares by the Limited Partnerships. The Limited Partnerships may be deemed to indirectly beneficially own 23,147,052 shares of Common Stock by reason of the direct beneficial ownership of such shares by KAR LLC. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein

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.