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

KAR Auction Ser Form 4 June 13, 2013	rvices, Inc.								
FORM 4						OMB APPR	OVAL		
-	Washington, D.C. 20549					OMB Number: 3	235-0287		
Check this box if no longer subject to Section 16. Form 4 or	STATEMENT O		I BENEFICIA RITIES	AL OWN		Expires: January 31, 2005 Estimated average burden hours per response 0.5			
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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									
(Print or Type Respo	onses)								
1. Name and Addres MEHRA SANJE	ss of Reporting Person <u>*</u> EEV K	2. Issuer Name an Symbol KAR Auction S			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	3. Date of Earliest 7		-	(Check	all applicable)			
C/O GOLDMAN CO., 200 WEST	N, SACHS &	(Month/Day/Year) 06/11-04:00/201			Director Officer (give tit below)	Officer (give title Other (specify			
((Street)	4. If Amendment, D	-		6. Individual or Join	t/Group Filing(Cl	neck		
NEW YORK, N	Y 10282	Filed(Month/Day/Ye	ar)		Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State) (Zip)	Table I - Non-	Derivative Secu	rities Acq	uired, Disposed of, o	or Beneficially O	wned		
	any		4. Securities A tiorDisposed of ((Instr. 3, 4 and)	D)	Securities Beneficially Owned Following	Ownership In			
		Code	V Amount	(A) or (D) I	Reported Transaction (Instr. 3 and				
Common 06/1 Stock	1-04:00/2013	S	4,371,975 (2) (4)	\$.4531 14,986,03	32 I	See footnotes $\frac{(1)}{(4)} \frac{(2)}{(5)} \frac{(3)}{(5)}$		

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

Persons who respond to the collection of information contained in this form are not 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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Other

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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

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

Signatures

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

06/13-04:00/2013

**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). 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 June 5, 2013, KAR Holdings II, LLC (2)("KAR LLC"), as selling stockholder, sold 15,000,000 shares of Common Stock of the Company at \$20.4531 per share, which represents the \$21.25 Secondary Offering price per share of Common Stock, less the underwriting discount of \$0.7969 per share of Common Stock. The Secondary Offering closed on June 11, 2013. 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 (3) 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. (4) 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 June 11, 2013. KAR LLC sold an additional 2,250,000 shares of Common Stock pursuant to the

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underwriters' exercise of the Over-Allotment Option.

(5)

As of June 11, 2013, 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, 14,986,032 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 14,986,032 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.