

TrueCar, Inc.
Form 4
January 05, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Responses)

1. Name and Address of Reporting Person *
**UNITED SERVICES
AUTOMOBILE ASSOCIATION**

(Last) (First) (Middle)
9800 FREDERICKSBURG RD

(Street)
SAN ANTONIO, TX 78288

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TrueCar, Inc. [TRUE]

3. Date of Earliest Transaction
(Month/Day/Year)
01/04/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	01/04/2016 ⁽¹⁾		S	V	200,000 <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	D	
					8.785 <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>		
Common Stock					11,432,346	D	
Common Stock					1,633,347 ⁽⁷⁾	I	USAA Property Holdings, Inc.

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UNITED SERVICES AUTOMOBILE ASSOCIATION 9800 FREDERICKSBURG RD SAN ANTONIO, TX 78288		X		
USAA Property Holdings, Inc. 9800 FREDERICKSBURG ROAD SAN ANTONIO, TX 78288		X		

Signatures

/s/ Douglas I. Ward, Vice President and Chief Investment Officer
01/05/2016

__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 transactions reported on this form were executed pursuant to a 10b5-1 plan adopted as of August 26, 2015.
Execution Breakdown of Price/Sold Shares: (continuation will be included in footnote #3, #4, #5 and #6) \$8.32 300 \$8.34 400 \$8.345 100
(2) \$8.36 300 \$8.37 600 \$8.38 200 \$8.39 300 \$8.40 2,800 \$8.405 200 \$8.41 1,000 \$8.415 300 \$8.42 1,300 \$8.425 1,500 \$8.43 2,298 \$8.435 2 \$8.44 3,643 \$8.445 1,683 \$8.45 2,500 \$8.46 500 \$8.47 1,147 \$8.475 353 \$8.48 600
Execution Breakdown of Price/Sold Shares: (continuation from footnote # 2) \$8.50 14,075 \$8.505 400 \$8.51 6,037 \$8.515 200 \$8.52
(3) 5,510 \$8.525 300 \$8.53 1,700 \$8.54 1,175 \$8.55 2,800 \$8.555 600 \$8.56 2,400 \$8.57 1,772 \$8.58 5,300 \$8.585 100 \$8.59 2,700 \$8.60 2,200 \$8.61 1,477 \$8.615 200 \$8.62 1,259 \$8.63 824 \$8.635 1,300 \$8.64 900 \$8.65 1,780 \$8.66 1,000 \$8.67 725

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- Execution Breakdown of Price/Sold Shares: (continuation from footnote #3) \$8.675 675 \$8.68 1,600 \$8.685 100 \$8.71 293 \$8.72 300
- (4) \$8.73 480 \$8.735 400 \$8.74 1,100 \$8.745 300 \$8.75 700 \$8.76 1,300 \$8.765 600 \$8.77 900 \$8.771 100 \$8.78 1,400 \$8.785 200 \$8.79 800 \$8.80 2,924 \$8.81 2,200 \$8.815 1,400 \$8.82 3,100 \$8.825 1,400 \$8.83 820 \$8.84 4,645 \$8.85 1,000
- Execution Breakdown of Price/Sold Shares: (continuation from footnote #4) \$8.855 600 \$8.86 1,790 \$8.87 1,625 \$8.88 1,900 \$8.89 1,900
- (5) \$8.895 200 \$8.90 700 \$8.905 700 \$8.91 2,600 \$8.92 2,400 \$8.93 800 \$8.94 5,429 \$8.945 100 \$8.95 4,085 \$8.96 4,459 \$8.965 2,200 \$8.97 4,113 \$8.975 1,300 \$8.98 3,100 \$8.985 1,899 \$8.99 2,900 \$9.00 5,721 \$9.005 600 \$9.01 3,700
- Execution Breakdown of Price/Sold Shares: (continuation from footnote #5) \$9.02 1,800 \$9.025 200 \$9.03 1,300 \$9.04 1,000 \$9.045 100
- (6) \$9.05 1,250 \$9.06 1,795 \$9.065 435 \$9.07 1,200 \$9.08 3,800 \$9.085 2,200 \$9.09 2,600 \$9.10 1,799 \$9.105 1,000 \$9.11 2,210 \$9.12 3,386 \$9.125 3,607 \$9.13 4,600 \$9.14 400 \$9.15 100 \$9.16 1,000 \$9.17 500 \$9.18 200 \$9.19 100 \$9.21 100 \$9.22 200 \$9.23 800
- (7) USAA Property Holdings, Inc. is a wholly owned subsidiary of United Services Automobile Association.

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.