

TrueCar, Inc.  
Form 3  
May 15, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Guthrie Michael</p> <p>(Last) (First) (Middle)</p> <p>C/O TRUECAR, INC.,Â 120 BROADWAY, SUITE 200</p> <p>(Street)</p> <p>SANTA MONICA,Â CAÂ 90401</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/15/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TrueCar, Inc. [TRUE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Financial Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable      Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title      Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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(Instr. 5)

Employee Stock Option (right to buy)	Â <u>(1)</u>	02/14/2022	Common Stock	300,000	\$ 11.505	D	Â
Employee Stock Option (right to buy)	Â <u>(2)</u>	02/22/2023	Common Stock	66,666	\$ 7.9199	D	Â
Employee Stock Option (right to buy)	Â <u>(3)</u>	02/22/2023	Common Stock	11,761	\$ 7.9199	D	Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	05/02/2023	Common Stock	33,333	\$ 7.9199	D	Â
Employee Stock Option (right to buy)	Â <u>(5)</u>	06/26/2023	Common Stock	180,876	\$ 7.9199	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	10/22/2023	Common Stock	116,666	\$ 8.8799	D	Â
Employee Stock Option (right to buy)	Â <u>(7)</u>	02/07/2024	Common Stock	60,000	\$ 9.2549	D	Â
Employee Stock Option (right to buy)	Â <u>(8)</u>	02/28/2024	Common Stock	105,000	\$ 9.2549	D	Â
Employee Stock Option (right to buy)	Â <u>(9)</u>	05/02/2024	Common Stock	233,333	\$ 12.8099	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guthrie Michael C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401	Â	Â	Â Chief Financial Officer	Â

## Signatures

/s/ Troy Foster, by power of attorney  
05/15/2014

\_\_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).
- (1) The option is subject to an early exercise provision and is immediately exercisable. One sixteenth (1/16th) of the shares subject to option vested on April 3, 2012 and one forty-eighth (1/48th) of the shares vest monthly thereafter.
  - (2) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 22, 2013.
  - (3) Shares subject to the option are fully vested and immediately exercisable.
  - (4) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on June 2, 2013.

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- (5) The option is subject to an early exercise provision and is immediately exercisable. One-fourth (1/4th) of the shares subject to the option shall vest on June 26, 2014 and one forty-eighth (1/48th) of the shares vest monthly thereafter.
- (6) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on February 1, 2014.
- (7) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 7, 2014.
- (8) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 22, 2013.
- (9) The option is subject to an early exercise provision and is immediately exercisable. One-fourth (1/4th) of the shares subject to the option shall vest on May 2, 2015 and one forty-eighth (1/48th) of the shares vest monthly thereafter.

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**Remarks:**

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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