

TrueCar, Inc.
Form SC 13G
February 17, 2015

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

TrueCar, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

89785L 107

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 - Rule 13d-1(c)
 - Rule 13d-1(d)
-

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 89785L 107

1 Name of Reporting Person:
Upfront II, L.P.
I.R.S. Identification Nos. of Above Persons (Entities Only): 95-4780972

2 Check the Appropriate Box if a Member of a Group (See Instructions):
(a) x
(b) o

3 SEC Use Only:

4 Citizenship or Place of Organization:
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 5,138,807
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 5,138,807

9 Aggregate Amount Beneficially Owned by Each Reporting Person:
5,138,807

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): o

11 Percent of Class Represented by Amount in Row (9):
6.7% (1)

12 Type of Reporting Person (See Instructions):
PN

(1) Based on 77,145,688 shares of the Issuer's Common Stock outstanding as of November 10, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, filed with the Securities and Exchange Commission on November 14, 2014.

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CUSIP No. 89785L 107

1 Name of Reporting Person:
Upfront II Partners, L.P.
I.R.S. Identification Nos. of Above Persons (Entities Only): 95-4780971

2 Check the Appropriate Box if a Member of a Group (See Instructions):
(a) x
(b) o

3 SEC Use Only:

4 Citizenship or Place of Organization:
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 139,397
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 139,397

9 Aggregate Amount Beneficially Owned by Each Reporting Person:
139,397

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): o

11 Percent of Class Represented by Amount in Row (9):
0.2%(1)

12 Type of Reporting Person (See Instructions):
PN

(1) Based on 77,145,688 shares of the Issuer's Common Stock outstanding as of November 10, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, filed with the Securities and Exchange Commission on November 14, 2014.

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CUSIP No. 89785L 107

1 Name of Reporting Person:
Upfront GP II, L.P.
I.R.S. Identification Nos. of Above Persons (Entities Only): 95-4780969

2 Check the Appropriate Box if a Member of a Group (See Instructions):
(a) x
(b) o

3 SEC Use Only:

4 Citizenship or Place of Organization:
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 1,501,260
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 1,501,260

9 Aggregate Amount Beneficially Owned by Each Reporting Person:
1,501,260

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): o

11 Percent of Class Represented by Amount in Row (9):
1.9%(1)

12 Type of Reporting Person (See Instructions):
PN

(1) Based on 77,145,688 shares of the Issuer's Common Stock outstanding as of November 10, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, filed with the Securities and Exchange Commission on November 14, 2014.

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CUSIP No. 89785L 107

1 Name of Reporting Person:
 Upfront II Investors, L.P.
 I.R.S. Identification Nos. of Above Persons (Entities Only): 13-4157043

2 Check the Appropriate Box if a Member of a Group (See Instructions):
 (a) x
 (b) o

3 SEC Use Only:

4 Citizenship or Place of Organization:
 Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 559,248
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 559,248

9 Aggregate Amount Beneficially Owned by Each Reporting Person:
 559,248

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): o

11 Percent of Class Represented by Amount in Row (9):
 0.7%(1)

12 Type of Reporting Person (See Instructions):
 PN

(1) Based on 77,145,688 shares of the Issuer's Common Stock outstanding as of November 10, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, filed with the Securities and Exchange Commission on November 14, 2014.

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CUSIP No. 89785L 107

1 Name of Reporting Person:
 GRP Management Services Corp.
 I.R.S. Identification Nos. of Above Persons (Entities Only): 95-4780590

2 Check the Appropriate Box if a Member of a Group (See Instructions):
 (a) x
 (b) o

3 SEC Use Only:

4 Citizenship or Place of Organization:
 Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 7,338,712
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 7,338,712

9 Aggregate Amount Beneficially Owned by Each Reporting Person:
 7,338,712

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): o

11 Percent of Class Represented by Amount in Row (9):
 9.5%(1)

12 Type of Reporting Person (See Instructions):
 CO

(1) Based on 77,145,688 shares of the Issuer's Common Stock outstanding as of November 10, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, filed with the Securities and Exchange Commission on November 14, 2014.

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CUSIP No. 89785L 107

1 Name of Reporting Person:
Upfront III, L.P.
I.R.S. Identification Nos. of Above Persons (Entities Only): 26-1089211

2 Check the Appropriate Box if a Member of a Group (See Instructions):
(a) x
(b) o

3 SEC Use Only:

4 Citizenship or Place of Organization:
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 1,945,375
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 1,945,375

9 Aggregate Amount Beneficially Owned by Each Reporting Person:
1,945,375

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): o

11 Percent of Class Represented by Amount in Row (9):
2.5%(1)

12 Type of Reporting Person (See Instructions):
PN

(1) Based on 77,145,688 shares of the Issuer's Common Stock outstanding as of November 10, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, filed with the Securities and Exchange Commission on November 14, 2014.

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CUSIP No. 89785L 107

1 Name of Reporting Person:
Upfront GP III, L.P.
I.R.S. Identification Nos. of Above Persons (Entities Only): 26-1089171

2 Check the Appropriate Box if a Member of a Group (See Instructions):
(a) x
(b) o

3 SEC Use Only:

4 Citizenship or Place of Organization:
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 206,202
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 206,202

9 Aggregate Amount Beneficially Owned by Each Reporting Person:
206,202

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): o

11 Percent of Class Represented by Amount in Row (9):
0.3%(1)

12 Type of Reporting Person (See Instructions):
PN

(1) Based on 77,145,688 shares of the Issuer's Common Stock outstanding as of November 10, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, filed with the Securities and Exchange Commission on November 14, 2014.

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CUSIP No. 89785L 107

- 1 Name of Reporting Person:
Upfront III Partners, L.P.
I.R.S. Identification Nos. of Above Persons (Entities Only): 26-1407149
- 2 Check the Appropriate Box if a Member of a Group (See Instructions):
(a) x
(b) o
- 3 SEC Use Only:
- 4 Citizenship or Place of Organization:
Delaware