

McClung Robert
Form 3
May 24, 2018

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)

| | | | | |
|--|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| McClung Robert | | (Month/Day/Year) | TrueCar, Inc. [TRUE] | |
| (Last) | (First) | (Middle) | 05/17/2018 | |
| C/O TRUECAR, INC., 120 BROADWAY, SUITE 200 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SANTA MONICA, CA 90401 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | EVP & Chief Technology Officer | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 170,155 ⁽¹⁾ | D | |

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)

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

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Employee Stock Option (right to buy) | Â (2) | 02/07/2024 | Common Stock | 35,000 | \$ 9.255 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 02/07/2024 | Common Stock | 1,950 | \$ 9.255 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 02/07/2024 | Common Stock | 11,950 | \$ 9.255 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 05/15/2024 | Common Stock | 11,799 | \$ 12.81 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 08/11/2026 | Common Stock | 300,000 | \$ 10.85 | D | Â |
| Employee Stock Option (right to buy) | Â (7) | 06/10/2027 | Common Stock | 56,736 | \$ 18.91 | D | Â |
| Employee Stock Option (right to buy) | Â (8) | 06/10/2027 | Common Stock | 123,000 | \$ 18.91 | D | Â |
| Employee Stock Option (right to buy) | Â (8) | 08/16/2027 | Common Stock | 12,500 | \$ 16.62 | D | Â |
| Employee Stock Option (right to buy) | Â (9) | 05/12/2028 | Common Stock | 116,054 | \$ 9.59 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McClung Robert C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401 | Â | Â | Â EVP & Chief Technology Officer | Â |

Signatures

/s/ Scott Watkinson, by Power of Attorney

05/24/2018

**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) Includes 162,194 shares represented by restricted stock units.

(2) An option to purchase 100,000 shares was granted on February 7, 2014 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. Shares subject to the option are fully vested and immediately exercisable.

(3) An option to purchase 11,950 shares was granted on February 7, 2014 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. Shares subject to the option are fully vested and immediately exercisable.

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- (4) Shares subject to the option are fully vested and immediately exercisable.
- (5) Shares subject to the option vest in forty-eight (48) equal monthly installments beginning on March 1, 2015.
- (6) Shares subject to the option vest in forty-eight (48) equal monthly installments beginning on August 11, 2016.
- (7) Shares subject to the option vest in forty-eight (48) equal monthly installments beginning on July 15, 2017.
- (8) The reported option is scheduled to vest as to 10% of the total number of shares subject to the option on June 15, 2018, as to 20% of such shares on June 15, 2019, as to 30% of such shares on June 15, 2020 and as to 40% of such shares on June 15, 2021.
- (9) Shares subject to the option vest in forty-eight (48) equal monthly installments beginning on May 15, 2018.

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Remarks:

EX.Â 24Â -Â PowerÂ ofÂ 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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