

TRUPANION INC.
Form 4
May 31, 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 *
Maveron General Partner III LLC

2. Issuer Name and Ticker or Trading Symbol
TRUPANION INC. [TRUP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
411 1ST AVENUE SOUTH, SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)
05/26/2016

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

(Street)
SEATTLE, WA 98104

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	05/26/2016		J ⁽¹⁾			847,787	D	\$ 0	4,708,259	I	see footnote (2)
Common Stock	05/26/2016		J ⁽³⁾			8,478	A	\$ 0	8,478	D	
Common Stock	05/26/2016		J ⁽⁴⁾			116,243	D	\$ 0	645,566	I	see footnote (5)
Common Stock	05/26/2016		J ⁽⁶⁾			35,970	D	\$ 0	199,761	I	see footnote (7)

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Common Stock	05/26/2016	J ⁽⁸⁾	359	A	\$ 0	8,837	D	
Common Stock	05/26/2016	J ⁽⁹⁾	8,837	D	\$ 0	0	D	
Common Stock	05/26/2016	J ⁽¹⁰⁾	1,033	A	\$ 0	1,033	I	see footnote (11)

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

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(9-02)

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 Beneficially Owned (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maveron General Partner III LLC 411 1ST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104		X		
Maveron Equity Partners III, L.P. 411 1ST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104		X		
Maveron III Entrepreneurs Fund, L.P. 411 1ST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104		X		
		X		

MEP Associates III, L.P.
411 1ST AVENUE SOUTH, SUITE 600
SEATTLE, WA 98104

Maveron LLC
411 1ST AVENUE SOUTH, SUITE 600 X
SEATTLE, WA 98104

Signatures

/s/ Pete McCormick, as managing member of Maveron General Partner III, LLC	05/31/2016
__Signature of Reporting Person	Date
/s/ Pete McCormick, as managing member of the GP of Maveron Equity Partners III, L.P.	05/31/2016
__Signature of Reporting Person	Date
/s/ Pete McCormick, as managing member of the GP of Maveron III Entrepreneurs Fund LP	05/31/2016
__Signature of Reporting Person	Date
/s/ Pete McCormick, as managing member of the GP of MEP Associates III, L.P.	05/31/2016
__Signature of Reporting Person	Date
/s/ Pete McCormick, as Attorney-in-Fact for Maveron LLC	05/31/2016
__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) Maveron Equity Partners III, L.P. ("Maveron Equity") made pro rata distributions for no consideration of 847,787 shares of common stock of the issuer to its partners on May 26, 2016.

Shares are owned directly by Maveron Equity. Maveron General Partner III LLC ("Maveron GP"), which is the general partner of Maveron Equity, has sole voting and investment power over the securities held by Maveron Equity. Maveron GP disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, Dan Levitan, who is a Director of the issuer, and certain other individuals are managing members of Maveron GP and may be deemed to share voting and investment power over the shares held of record by Maveron Equity. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
 - (2) Shares acquired by Maveron GP in connection with the distribution of such shares to the partners of Maveron Equity.
 - (3) MEP Associates III, L.P. ("Maveron Associates") made pro rata distributions for no consideration of 116,243 shares of common stock of the issuer to its partners on May 26, 2016.

Shares are owned directly by Maveron Associates. Maveron GP, which is the general partner of Maveron Associates, has sole voting and investment power over the securities held by Maveron Associates. Maveron GP disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, Dan Levitan, who is a Director of the issuer, and certain other individuals are managing members of Maveron GP and may be deemed to share voting and investment power over the shares held of record by Maveron Associates. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
 - (4) Maveron III Entrepreneurs Fund, L.P. ("Maveron Entrepreneurs") made pro rata distributions for no consideration of 35,970 shares of common stock of the issuer to its partners on May 26, 2016.
 - (5) Shares are owned directly by Maveron Entrepreneurs. Maveron GP, which is the general partner of Maveron Entrepreneurs, has sole voting and investment power over the securities held by Maveron Entrepreneurs. Maveron GP disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, Dan Levitan, who is a Director of the issuer, and

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certain other individuals are managing members of Maveron GP and may be deemed to share voting and investment power over the shares held of record by Maveron Entrepreneurs. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

- (8) Shares acquired by Maveron GP in connection with the distribution of such shares to the partners of Maveron Entrepreneurs.
- (9) Maveron GP made pro rata distributions for no consideration of 8,837 shares of common stock of the issuer to its members on May 26, 2016.
- (10) Shares acquired by Maveron LLC in connection with the distribution of such shares to the partners of Maveron Equity and Maveron Entrepreneurs.

Shares are owned directly by Maveron LLC. Maveron LLC disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, Dan Levitan, who is a Director of the issuer, and certain other individuals are managing members of Maveron LLC and may be deemed to share voting and investment power over the shares held of record by Maveron LLC.
- (11) Each of such individuals disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

Remarks:

Each reporting person disclaims the existence of a "group" and disclaims beneficial ownership of any securities except to the extent of his 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.

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