

TRUPANION INC.
Form 4
July 23, 2014

FORM 4

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

OMB APPROVAL

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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 *
RAWLINGS DARRYL

(Last) (First) (Middle)

C/O TRUPANION, INC., 907 NW BALLARD WAY

(Street)

SEATTLE, WA 98107

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/23/2014

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)

President and CEO

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 | 07/23/2014 | | C | 70 | A (1) 701,332 (2) | D | |
| Common Stock | 07/23/2014 | | A | 1,025,559 | A (3) 1,726,891 (2) | D | |

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

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SEC 1474 (9-02)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series B Convertible Preferred Stock | (1) | 07/23/2014 | | C | 70 | (1) | (1) | Common Stock | 70 |
| Special Voting Shares | (3) | 07/23/2014 | | D | 1,025,559 | (3) | (3) | Common Stock | 1,025,559 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RAWLINGS DARRYL C/O TRUPANION, INC. 907 NW BALLARD WAY SEATTLE, WA 98107 | X | | President and CEO | |

Signatures

/s/ Charlotte Sim-Warner as attorney-in-fact for Darryl Rawlings 07/23/2014

__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).

Each share of the issuer's Series B Convertible Preferred Stock converted into 1 share of the issuer's Common Stock on July 23, 2014 in

(1) connection with the closing of the issuer's sale of its Common Stock in its firm commitment initial public offering pursuant to a registration statement on Form S-1 (File No. 333-196814) under the Securities Act of 1933, as amended, and had no expiration date.

(2) Of these shares, 701,262 shares represent unvested restricted stock subject to the issuer's right of repurchase as of the date of this filing, which repurchase right lapses over time.

Each exchangeable share of Trupanion Canadian Shareholders, Ltd., a Canadian subsidiary of the issuer, was automatically exchanged for

(3) 10 shares of the issuer's common stock on July 23, 2014, which triggered a mandatory redemption of each Special Voting Share, which Special Voting Share has no expiration date.

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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