

Houk Thomas J
 Form 3
 February 11, 2019

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 | |
| Houk Thomas J | | (Month/Day/Year) | TRUPANION, INC. [TRUP] | |
| (Last) | (First) | (Middle) | 02/01/2019 | |
| 6100 4TH AVENUE, SUITE 200 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SEATTLE, WA 98108 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | Chief Member Exper. Officer | <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 | 15,500 | 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) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Stock Option (right to buy) | Â (1) | 11/07/2023 | Common Stock | 5,000 | \$ 4.8 | D | Â |
| Stock Option (right to buy) | Â (2) | 09/26/2024 | Common Stock | 35,000 | \$ 8.74 | D | Â |
| Stock Option (right to buy) | Â (3) | 07/24/2025 | Common Stock | 9,156 | \$ 7.78 | D | Â |
| Stock Option (right to buy) | Â (4) | 07/22/2026 | Common Stock | 7,650 | \$ 15.46 | D | Â |
| Stock Option (right to buy) | Â (5) | 05/04/2027 | Common Stock | 23,448 | \$ 17.97 | D | Â |
| Restricted Stock Unit (RSU) | Â (6) | 02/25/2022 | Common Stock | 19,512 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Houk Thomas J 6100 4TH AVENUE SUITE 200 SEATTLE, WA 98108 | Â | Â | Â Chief Member Exper. Officer | Â |

Signatures

/s/ Charlotte Sim-Warner as attorney-in-fact for Thomas J. Houk 02/11/2019

__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 vested as to 25% of the total shares on November 8, 2014, and then 2.0833% of the total shares vested monthly thereafter, with 100% of the total shares vested and exercisable on November 8, 2017.
- (2) The option vested as to 25% of the total shares on August 1, 2015, and then 2.0833% of the total shares vested monthly thereafter, with 100% of the total shares vested and exercisable on August 1, 2018.
- (3) The option vests as to 25% of the total shares on July 24, 2016, and then 2.0833% of the total shares vest monthly thereafter, with 100% of the total shares vested and exercisable on July 24, 2019, subject to the reporting person's provision of service to the issuer on each vesting date.
- (4) The option vests as to 25% of the total shares on July 22, 2017, and then 2.0833% of the total shares vest monthly thereafter, with 100% of the total shares vested and exercisable on July 22, 2020, subject to the reporting person's provision of service to the issuer on each vesting date.
- (5) The option vests as to 25% of the total shares on May 4, 2018, and then 2.0833% of the total shares vest monthly thereafter, with 100% of the total shares vested and exercisable on May 4, 2021, subject to the reporting person's provision of service to the issuer on each vesting date.

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- (6) The RSU vests and will convert to common stock of the Issuer as to 1/4th of the total shares on February 25, 2019, after which 1/16th of the total shares vest quarterly, subject to continued service through each vesting date.

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Remarks:

The issuer appointed the reporting person as a Section 16 Officer effective on February 1, 2019.

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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