

TrueCar, Inc.
Form 4
May 23, 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 *
Yadigaroglu Ion

(Last) (First) (Middle)
250 UNIVERSITY AVENUE
(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TrueCar, Inc. [TRUE]

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2016

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)

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)			
			Code	V	Amount or Price					
Common Stock	05/19/2016		A		11,211 (1)	A	\$ 0	15,263	D	
Common Stock								7,660	I	By Capricorn Investment Group LLC (2) (3)
Common Stock								885,801	I	By The Skoll Foundation (2) (3)
Common Stock								755,250	I	By The Skoll Fund (2) (3)
Common Stock								267,752	I	By Capricorn S.A. SICAV-SIF

				Global Non-Marketable Strategies Sub-Fund <u>(2)</u> <u>(3)</u> By Capricorn AIP-Private Investment Fund I, L.P. <u>(2)</u> <u>(3)</u> By HIT Splitter, L.P. <u>(2)</u> <u>(3)</u> By Carthage, L.P. <u>(2)</u> <u>(3)</u>
Common Stock		197,519	I	
Common Stock		31,031	I	
Common Stock		34,810	I	

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 6.69	05/19/2016		A	24,952	<u>(4)</u>	05/19/2026	Common Stock	24,952

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yadigaroglu Ion 250 UNIVERSITY AVENUE PALO ALTO, CA 94301	X			

Signatures

/s/ Scott Watkinson, by Power of
Attorney

05/23/2016

__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) The reported shares are represented by restricted stock units, or RSUs, which vest in full on the earlier of the day immediately prior to the Issuer's 2017 annual meeting of stockholders (the "2017 Annual Meeting") or May 31, 2017.

Capricorn Investment Group LLC ("Capricorn Group") serves as the investment manager for The Skoll Foundation ("Foundation"), The Skoll Fund ("Fund"), and Capricorn S.A. SICAV-SIF-Global Non-Marketable Strategies Sub-Fund ("Capricorn SA"), and is the general partner of Capricorn AIP-Private Investment Fund I, L.P. ("Capricorn AIP"), HIT Splitter, L.P. ("HSLP") and Carthage, L.P. ("Carthage").

(2) Capricorn Group has sole voting and investment control over the shares held by Foundation, Fund, Capricorn SA, Capricorn AIP, HSLP and Carthage, in addition to having sole voting and investment control over the shares it holds directly. Capricorn Group is an SEC-registered investment adviser. Voting and dispositive decisions on behalf of Capricorn Group are made by an investment committee consisting of three individuals, including the Reporting Person, who share voting and investment control with respect to the shares held by Foundation, Fund, Capricorn SA, Capricorn AIP, HSLP and Carthage.

The Reporting Person disclaims beneficial ownership of the securities held by the entities listed in footnote (2) above except to the extent

(3) of any pecuniary interest therein and 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 purpose.

(4) Shares subject to the option vest in twelve equal monthly installments beginning on June 19, 2016. Any unvested shares subject to the option vest on the day immediately prior to the 2017 Annual Meeting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.