KAR Auction Services, Inc.

Form 4

October 06, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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

1(b).

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * Jolliffe Lynn

(Last)

BLVD.

(First)

Symbol

KAR Auction Services, Inc. [KAR]

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction (Month/Day/Year) 10/04/2016

(Middle)

(Street)

13085 HAMILTON CROSSING

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

CARMEL, IN 46032

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

6. Ownership 7. Nature of

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Common Stock

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

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 $2.955^{(1)}$

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of ctionDerivative Securities 8) 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 I S
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(2)</u>						(3)(4)	(3)	Common Stock	5,788	
Phantom Stock	<u>(2)</u>	10/04/2016		A	40.8175		(3)	(3)	Common Stock	40.8175	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Jolliffe Lynn
13085 HAMILTON CROSSING BLVD. X

CARMEL, IN 46032

Signatures

Rececca C. Polak as Attorney
In Fact
10/06/2016

**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).
- These shares of common stock were issued on June 8, 2016 to the reporting person as director fees and were issued pursuant to the KAR (1) Auction Services, Inc. 2009 Omnibus Stock and Incentive Plan and one-fourth of the shares vest every three months from the date issued and are subject to forfeiture until vested.
- (2) The phantom stock will convert into shares of KAR common stock on a one-for-one basis.
- (3) The reporting person will receive shares of KAR common stock, on a one-for-one basis, at a future date(s) specified by her pursuant to the deferred compensation plan.
- (4) Represents director fees deferred in the reporting person's account in the KAR Auction Services, Inc. Directors Deferred Compensation Plan.
- (5) Reflects the reinvestment of dividend equivalents in additional shares of phantom stock pursuant to the terms of the KAR Auction Services, Inc. Directors Deferred Compensation Plan.
- (6) Reflects dividend payment of which all shares are vested.

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.

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