

POLAK REBECCA C.  
Form 4  
February 26, 2018

**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 \*  
POLAK REBECCA C.

2. Issuer Name and Ticker or Trading Symbol  
KAR Auction Services, Inc. [KAR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O: KAR AUCTION SERVICES, INC., 13085 HAMILTON CROSSING BLVD.  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/22/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
CLO & Sec.; Pres. TradeRev

CARMEL, IN 46032

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 02/22/2018                           |  | M                              | 1,107   | A   | \$ 0 <sup>(1)</sup>                                      | 46,042.2336 D   |
| Common Stock                    | 02/22/2018                           |  | F <sup>(2)</sup>               | 494   | D   | \$ 50.87   | 45,548.2336 D   |
| Common Stock                    | 02/24/2018                           |  | M                              | 1,520   | A   | \$ 0 <sup>(3)</sup>                                      | 47,068.2336 D   |
| Common Stock                    | 02/24/2018                           |  | F <sup>(2)</sup>               | 678   | D   | \$ 51.42   | 46,390.2336 D   |

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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 10  |                                      |  |                                |   | <u>(4)</u>   | 05/06/2019      | Common Stock  | 176,720                    |
| Employee Stock Option (right to buy)       | \$ 30.89   |                                      |  |                                |   | <u>(5)</u>   | 02/27/2024      | Common Stock  | 34,996                     |
| Restricted Stock Units                     | <u>(6)</u>   | 02/22/2018                           |  | M                              | 1,107   | <u>(7)</u>   | <u>(7)</u>      | Common Stock  | 1,107                      |
| Restricted Stock Units                     | <u>(6)</u>   | 02/24/2018                           |  | M                              | 1,520   | <u>(8)</u>   | <u>(8)</u>      | Common Stock  | 1,520                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| POLAK REBECCA C.<br>C/O: KAR AUCTION SERVICES, INC.<br>13085 HAMILTON CROSSING BLVD.<br>CARMEL, IN 46032 |               |           | CLO & Sec.;<br>Pres.<br>TradeRev |       |

## Signatures

Rebecca C.  
Polak

02/26/2018

\_\_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) Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. The restricted stock units vested in common stock on February 22, 2018.
- (2) Shares withheld by the Company to satisfy tax withholding requirements.
- (3) Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. The restricted stock units vested in common stock on February 24, 2018.
- (4) All of these options are currently exercisable.
- (5) 26,247 of these options are currently exercisable and the remaining 8,749 options become exercisable on February 27, 2018, assuming continued employment through the applicable vesting date.
- (6) Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis.

These restricted stock units remain subject to a time-vesting requirement and are scheduled to vest and settle in common stock as follows:  
(7) one-third of these restricted stock units vested on February 23, 2017, one-third of these restricted stock units vested on February 22, 2018 and the remaining one-third of these restricted stock units vest on February 22, 2019, assuming continued employment through the applicable vesting date.

These restricted stock units remain subject to a time-vesting requirement and are scheduled to vest and settle in common stock as follows:  
(8) one-third of these restricted stock units vested on February 24, 2018, one-third of these restricted stock units vest on February 24, 2019 and the remaining one-third of these restricted stock units vest on February 24, 2020, assuming continued employment through the applicable vesting date.

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.