

TRUECAR, INC.

Reported by
SKUTTA BRIAN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/08/17 for the Period Ending 09/06/17

| | |
|-------------|--|
| Address | 120 BROADWAY, SUITE 200 SANTA MONICA, CA, 90401 |
| Telephone | 800-200-2000 |
| CIK | 0001327318 |
| Symbol | TRUE |
| SIC Code | 7370 - Computer Programming, Data Processing, And |
| Industry | Internet Services |
| Sector | Technology |
| Fiscal Year | 12/31 |

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 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|---|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| Skutta Brian | | | TrueCar, Inc. [TRUE] | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Dealer Sales & Service | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| C/O TRUECAR, INC., 120 BROADWAY, SUITE 200 | | | 9/6/2017 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| SANTA MONICA, CA 90401 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | (A) or (D) | | | | Price |
| Common Stock | 9/6/2017 | | M | | 50000 | A | \$6.03 | 181282 | D | |
| Common Stock | 9/6/2017 | | S | | 61942 | D | \$17.0119 (1) | 119340 | D | |
| Common Stock | 9/7/2017 | | M | | 55468 | A | \$6.03 | 174808 | D | |
| Common Stock | 9/7/2017 | | S | | 55468 | D | \$17.0094 (2) | 119340 | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) | \$6.03 | 9/6/2017 | | M | | 50000 | | (3) | 3/14/2026 | Common Stock | 50000 | \$0 | 287500 | D | |
| Employee Stock Option (right to buy) | \$6.03 | 9/7/2017 | | M | | 55468 | | (3) | 3/14/2026 | Common Stock | 55468 | \$0 | 232032 | D | |

Explanation of Responses:

- The reported price in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.90 to \$17.14 per share, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.
- The reported price in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.90 to \$17.15 per share, inclusive.
- The shares subject to the option vest in forty-eight (48) equal monthly installments beginning on June 15, 2016.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| Skutta Brian C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401 | | | EVP, Dealer Sales & Service | |

Signatures

/s/ Scott Watkinson, by Power of Attorney

9/8/2017

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

* 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).

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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