

TrueCar, Inc.
Form 3
May 15, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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	
Easterby Stewart		(Month/Day/Year)	TrueCar, Inc. [TRUE]	
(Last)	(First)	(Middle)	05/15/2014	
C/O TRUECAR, INC., 120 BROADWAY, SUITE 200			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SANTA MONICA, CA 90401			<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 Operating 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	72,954	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)	
Employee Stock Option (right to buy)	Â <u>(1)</u>	09/15/2018	Common Stock	283,333	\$ 0.4949	D	Â
Employee Stock Option (right to buy)	Â <u>(1)</u>	04/26/2019	Common Stock	83,333	\$ 0.8249	D	Â
Employee Stock Option (right to buy)	Â <u>(2)</u>	07/15/2020	Common Stock	351,000	\$ 2.1149	D	Â
Employee Stock Option (right to buy)	Â <u>(3)</u>	02/17/2021	Common Stock	66,666	\$ 2.8349	D	Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	06/14/2021	Common Stock	56,666	\$ 3.5549	D	Â
Employee Stock Option (right to buy)	Â <u>(5)</u>	02/14/2022	Common Stock	10,000	\$ 11.5049	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	02/22/2023	Common Stock	33,333	\$ 7.9199	D	Â
Employee Stock Option (right to buy)	Â <u>(1)</u>	02/22/2023	Common Stock	11,761	\$ 7.9199	D	Â
Employee Stock Option (right to buy)	Â <u>(7)</u>	05/02/2023	Common Stock	16,666	\$ 7.9199	D	Â
Employee Stock Option (right to buy)	Â <u>(8)</u>	10/22/2023	Common Stock	80,000	\$ 8.8799	D	Â
Employee Stock Option (right to buy)	Â <u>(9)</u>	02/07/2024	Common Stock	50,000	\$ 9.2549	D	Â
Employee Stock Option (right to buy)	Â <u>(10)</u>	05/02/2024	Common Stock	116,666	\$ 12.8099	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Easterby Stewart C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401	Â	Â	Â Chief Operating Officer	Â

Signatures

/s/ Troy Foster, by power of attorney

05/15/2014

**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) Shares subject to the option are fully vested and immediately exercisable.
- (2) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on July 24, 2010.
- (3) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 17, 2011.
- (4) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 15, 2012.
- (5) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 14, 2012.
- (6) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 22, 2013.
- (7) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on June 2, 2013.
- (8) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning February 1, 2014.
- (9) The option is subject to an early exercise provision and is immediately exercisable. Subject to certain performance milestones, shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning February 1, 2014.
- (10) The option is subject to an early exercise provision and is immediately exercisable. One-fourth (1/4th) of the shares subject to the option vest on May 2, 2015 and one forty-eighth (1/48th) of the shares vest monthly thereafter.

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Remarks:

Exhibit 24 - Power of Attorney

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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