

TrueCar, Inc.
Form 4
September 01, 2015

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)
08/28/2015

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 (D) Price | | | |
| Common Stock | 08/28/2015 | | J ⁽¹⁾ | 77,525 A \$ 0 | 885,801 | I | By The Skoll Foundation ⁽²⁾ ⁽³⁾ |
| Common Stock | 08/28/2015 | | J ⁽¹⁾ | 65,806 A \$ 0 | 755,250 | I | By The Skoll Fund ⁽²⁾ ⁽³⁾ |
| Common Stock | 08/28/2015 | | J ⁽¹⁾ | 23,438 A \$ 0 | 267,752 | I | By Capricorn S.A. SICAV-SIF Global Non-Marketable Strategies Sub-Fund ⁽²⁾ ⁽³⁾ |
| Common Stock | 08/28/2015 | | J ⁽¹⁾ | 7,211 A \$ 0 | 34,810 | I | By Carthage, L.P. ⁽²⁾ ⁽³⁾ |

| | | | |
|--------------|---------|---|--|
| Common Stock | 4,052 | D | |
| Common Stock | 7,660 | I | By Capricorn Investment Group LLC <u>(2)</u> <u>(3)</u> |
| Common Stock | 197,519 | I | By Capricorn AIP-Private Investment Fund I, L.P. <u>(2)</u> <u>(3)</u> |
| Common Stock | 31,031 | I | By HIT Splitter, L.P. <u>(2)</u> <u>(3)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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

09/01/2015

__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) Represents the receipt of shares pursuant to an in-kind distribution of common stock of the Issuer.

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"). Capricorn Group has sole voting and investment control over the shares held by Foundation, Fund, Capricorn SA,

- (2) 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 four 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.

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

Remarks:

The Reporting Person does not have a beneficial interest in 7,576,986 shares of Issuer common stock held by Pacific Sequoia

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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