

Gunsagar Neeraj  
Form 4  
July 28, 2017

**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 \*  
Gunsagar Neeraj

(Last) (First) (Middle)  
C/O TRUECAR, INC., 120  
BROADWAY, SUITE 200  
  
(Street)

SANTA MONICA, CA 90401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TrueCar, Inc. [TRUE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/26/2017

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)  
EVP, Chief Marketing Officer

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                    | 07/26/2017                           |  | M                              |   | 36,045  | A  | \$ 7.92   |
| Common Stock                    | 07/26/2017                           |  | S <sup>(1)</sup>               |   | 69,482  | D  | \$ 19.7924  |
| Common Stock                    | 07/26/2017                           |  | S <sup>(1)</sup>               |   | 700   | D  | \$ 20.5557  |
| Common Stock                    | 07/27/2017                           |  | M                              |   | 15,495  | A  | \$ 7.92   |
| Common Stock                    | 07/27/2017                           |  | M                              |   | 9,999   | A  | \$ 7.995  |

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|              |            |  |                         |                            |   |                             |         |   |
|--------------|------------|--|-------------------------|----------------------------|---|-----------------------------|---------|---|
| Common Stock |            |  |                         |                            |   |                             |         |   |
| Common Stock | 07/27/2017 |  | M                       | 508                        | A | \$ 9.255                    | 319,475 | D |
| Common Stock | 07/27/2017 |  | M                       | 61,976                     | A | \$ 8.895                    | 381,451 | D |
| Common Stock | 07/27/2017 |  | <u>S</u> <sup>(1)</sup> | 67,460                     | D | \$ 18.748<br><u>(4)</u>     | 313,991 | D |
| Common Stock | 07/27/2017 |  | <u>S</u> <sup>(1)</sup> | 20,518                     | D | \$<br>19.3703<br><u>(5)</u> | 293,473 | D |
| Common Stock | 07/28/2017 |  | A                       | <u>2,556</u><br><u>(9)</u> | A | \$ 0                        | 296,029 | 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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 7.92  | 07/26/2017                           |  | M                              |   | <u>(6)</u>   | 06/06/2023  | Common Stock               | 36,045                     |
| Employee Stock Option (right to buy)       | \$ 7.92  | 07/27/2017                           |  | M                              |   | <u>(6)</u>   | 05/02/2023  | Common Stock               | 2,738                      |
| Employee Stock Option                      | \$ 7.92  | 07/27/2017                           |  | M                              |   | <u>(6)</u>   | 06/06/2023  | Common Stock               | 1,158                      |



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The reported price in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.52 to \$20.71 per share, inclusive.

- (4) The reported price in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.26 to \$19.25 per share, inclusive.
- (5) The reported price in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.26 to \$19.75 per share, inclusive.
- (6) The shares subject to the option are fully vested and immediately exercisable.
- (7) The shares subject to the option vest in forty-eight (48) equal monthly installments beginning on March 27, 2014.
- (8) The shares subject to the option vest one-fourth (1/4) on November 11, 2014. The remaining shares subject to the option vest in thirty-six (36) equal monthly installments beginning December 11, 2014.
- (9) The reported securities are represented by restricted stock units which vest in eight equal quarterly installments beginning on November 15, 2017.

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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