

TrueCar, Inc.
Form 4
August 14, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dietz Steven J

(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)

08/12/2014

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	(A) or (D)	Price			
Common Stock	08/12/2014		P		1,000	A	\$ 14.1934	1,000	I	By younger son ⁽¹⁾
Common Stock	08/13/2014		P		800	A	\$ 16.2678	800	I	By daughter ⁽¹⁾
Common Stock								17,114 ⁽²⁾	D	
Common Stock								10,970	I	By The Dietz Family

							Trust ⁽³⁾
Common Stock		5,138,807	I				By Upfront II, L.P. ⁽⁴⁾
Common Stock		1,945,375	I				By Upfront III, L.P. ⁽⁴⁾
Common Stock		1,501,260	I				By Upfront GP II, L.P. ⁽⁴⁾
Common Stock		559,248	I				By Upfront II Investors, L.P. ⁽⁴⁾
Common Stock		206,202	I				By Upfront GP III, L.P. ⁽⁴⁾
Common Stock		139,397	I				By Upfront II Partners, L.P. ⁽⁴⁾
Common Stock		63,152	I				By Upfront III Investors, L.P. ⁽⁴⁾
Common Stock		31,891	I				By Upfront III Partners, L.P. ⁽⁴⁾

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.

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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	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. Nu Deriv Secur Bene Own Follo
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(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Repor
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dietz Steven J C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401	X	X		

Signatures

/s/ Troy Foster, by power of attorney
08/14/2014

__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) The Reporting Person disclaims beneficial ownership of these securities, and the inclusion of these securities in this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(2) The Form 3 filed on May 15, 2014 incorrectly reported direct beneficial ownership of 17,144 shares. The amount of shares reported as beneficially owned directly by the Reporting Person in this Form 4 has been decreased by thirty (30) shares to correct the administrative error.

(3) Shares held directly by The Dietz Family Trust for which the Reporting Person serves as trustee.

(4) The Reporting Person serves as a member of the investment committee of GRP Management Services, Inc. and Upfront Ventures Management, Inc. and may be deemed to share voting and dispositive power with respect to the shares held by Upfront II, L.P., Upfront III, L.P., Upfront GP II, L.P., Upfront II Investors, L.P., Upfront GP III, L.P., Upfront II Partners, L.P., Upfront III Investors, L.P. and Upfront III Partners, L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his 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.

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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