

Gunsagar Neeraj
 Form 4
 July 28, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 ⁽¹⁾		69,482	D	19.7924
Common Stock	07/26/2017		S ⁽¹⁾		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> ⁽¹⁾	67,460	D	\$ 18.748 <u>(4)</u>	313,991	D
Common Stock	07/27/2017		<u>S</u> ⁽¹⁾	20,518	D	\$ 19.3703 <u>(5)</u>	293,473	D
Common Stock	07/28/2017		A	<u>2,556</u> <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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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)	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

(right to buy) Employee Stock Option (right to buy)	\$ 7.92 07/27/2017	M	11,599	<u>(6)</u>	02/22/2023	Common Stock	11,599
Employee Stock Option (right to buy)	\$ 7.995 07/27/2017	M	9,999	<u>(6)</u>	08/31/2022	Common Stock	9,999
Employee Stock Option (right to buy)	\$ 9.255 07/27/2017	M	508	<u>(7)</u>	02/28/2024	Common Stock	508
Employee Stock Option (right to buy)	\$ 8.895 07/27/2017	M	61,976	<u>(8)</u>	11/21/2023	Common Stock	61,976

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gunsagar Neeraj C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401			EVP, Chief Marketing Officer	

Signatures

/s/ Scott Watkinson, by Power of Attorney
 07/28/2017

__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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 12, 2017. The reported price in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.49 to \$20.37 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 (2), (3), (4) and (5) to this Form 4.
- (2)
- (3)

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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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