

DealerTrack Holdings, Inc.
 Form 3
 December 12, 2005

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

OMB APPROVAL

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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)

| | | | | | |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â PASSIONE VINCENT</p> <p>(Last) (First) (Middle)</p> <p>C/O DEALERTRACK HOLDINGS, INC., Â 1111 MARCUS AVENUE, SUITE M04</p> <p>(Street)</p> <p>LAKE SUCCESS, Â NY Â 11042</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/12/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>DealerTrack Holdings, Inc. [TRAK]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>President--DealerTrack, Inc.</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

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) |
|------------------------------------|--|---|---|
| Restricted Common Stock | 15,000 ⁽¹⁾ | D | Â |
| Common Stock | 79,285 | I | By Spouse and Sister as Trustees for the 2005 Vincent Passione Grantor Retained Annuity Trust |

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)

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| 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) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Non-Qualified Stock Option (right to buy) | Â (2) | 05/25/2015 | Common Stock | 60,000 | \$ 12.92 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 08/17/2014 | Common Stock | 103,000 | \$ 2.8 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 01/29/2014 | Common Stock | 10,000 | \$ 2.8 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (5) | 01/29/2014 | Common Stock | 5,000 | \$ 2.8 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (6) | 09/07/2013 | Common Stock | 205,715 | \$ 2.8 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PASSIONE VINCENT C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042 | Â | Â | Â President--DealerTrack, Inc. | Â |

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Vincent
Passione

12/12/2005

__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) 25% of the shares of restricted common stock will vest yearly from May 26, 2005, such that 100% of the shares will be fully vested on May 26, 2009.
 - (2) 25% of the shares subject to the option will vest on the first anniversary date of May 26, 2005, and 1/36th of the remaining shares subject to the option will vest each month thereafter, such that 100% of the shares subject to the option will be fully vested on May 26, 2009.
 - (3) 25% of the shares subject to the option will vest on the first anniversary date of August 18, 2004, and 1/36th of the remaining shares subject to the option will vest each month thereafter, such that 100% of the shares subject to the option will be fully vested on August 18, 2008.
 - (4) 100% of the shares subject to the option are fully vested and exercisable.
 - (5) 25% of the shares subject to the option will vest on the first anniversary date of January 1, 2004, and 1/36th of the remaining shares subject to the option will vest each month thereafter, such that 100% of the shares subject to the option will be fully vested on January 1,

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2008.

- (6) An option to purchase 285,000 shares of common stock was originally granted and Mr. Passione has exercised his option to purchase 79,285 of such shares. 25% of the originally granted shares subject to the option will vest on the first anniversary date of September 8, 2003, and 1/36th of the remaining shares subject to the option will vest each month thereafter, such that 100% of the shares subject to the option will be fully vested on September 8, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.