

DealerTrack Holdings, Inc.  
Form 8-K  
May 20, 2009

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 20, 2009**

**DEALERTRACK HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**000-51653**

(Commission File Number)

**52-2336218**

(IRS Employer Identification No.)

**1111 Marcus Ave., Suite M04, Lake Success, NY**

(Address of Principal Executive Offices)

**11042**

(Zip Code)

Registrant's telephone number, including area code: **516-734-3600**

**Not Applicable**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 7.01. REGULATION FD DISCLOSURE.**

On May 20, DealerTrack Holdings, Inc. (the “Company”) will make investor presentations that will include the slides furnished as Exhibit 99.1 to this Current Report on Form 8-K. Slide 9 of the presentation entitled “Subscription Drivers” contains additional information regarding the potential impact of dealership closures by Chrysler. The slides contained in Exhibit 99.1 are also posted on the Company’s website at [www.dealertrack.com](http://www.dealertrack.com).

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 and in Exhibit 99.1 of this Current Report on Form 8-K shall not be deemed “filed” for any purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information in this Current Report on Form 8-K shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

**Exhibit**

| <b>No.</b> | <b>Description</b>   |
|------------|--|
| 99.1       | DealerTrack Holdings, Inc. Investor Presentation dated May 20, 2009. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 20, 2009

DealerTrack Holdings, Inc.

By: /s/ Eric D. Jacobs  
Eric D. Jacobs  
Senior Vice President, Chief Financial and Administrative Officer

**EXHIBIT INDEX**

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