

TrueCar, Inc.
Form 3
May 15, 2014

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)

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|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Å Dietz Steven J</p> <p>(Last) (First) (Middle)</p> <p>C/O TRUECAR, INC., Å 120 BROADWAY, SUITE 200</p> <p>(Street)</p> <p>SANTA MONICA, Å CA Å 90401</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/15/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TrueCar, Inc. [TRUE]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</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 <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) |
|------------------------------------|--|---|--|
| Common Stock | 17,144 | D | Å |
| Common Stock | 10,970 | I | By The Dietz Family Trust ⁽¹⁾ |
| Common Stock | 5,138,807 | I | By Upfront II, L.P. ⁽²⁾ |
| Common Stock | 1,945,375 | I | By Upfront III, L.P. ⁽²⁾ |
| Common Stock | 1,501,260 | I | By Upfront GP II, L.P. ⁽²⁾ |
| Common Stock | 559,248 | I | By Upfront II Investors, L.P. ⁽²⁾ |
| Common Stock | 206,202 | I | By Upfront GP III, L.P. ⁽²⁾ |
| Common Stock | 139,397 | I | By Upfront II Partners, L.P. ⁽²⁾ |
| Common Stock | 63,152 | I | By Upfront III Investors, L.P. ⁽²⁾ |
| Common Stock | 31,891 | I | By Upfront III Partners, L.P. ⁽²⁾ |

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)

| 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 | | | |
| Stock Option (right to buy) | Â (3) | 02/07/2024 | Common Stock | 14,164 | \$ 9.2549 | D | Â |

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 | Â X | Â | Â | Â |

Signatures

/s/ Troy Foster, by power of attorney 05/15/2014

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

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.

(3) Shares subject to the option shall vest in twelve (12) equal monthly installments beginning on February 1, 2014.

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Remarks:

Exhibit 24 - Power of Attorney

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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