

Maveron General Partner III LLC
 Form 4
 August 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Maveron General Partner III LLC

2. Issuer Name and Ticker or Trading Symbol
 TRUPANION INC. [TRUP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 411 1ST AVENUE SOUTH,, SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)
 08/24/2017

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

(Street)
 SEATTLE, WA 98104

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/24/2017		J ⁽¹⁾		847,787	D	\$ 0	3,012,685	I	See footnote ⁽²⁾
Common Stock	08/24/2017		J ⁽³⁾		8,478	A	\$ 0	8,478	D	
Common Stock	08/24/2017		J ⁽⁴⁾		116,243	D	\$ 0	413,080	I	See footnote ⁽⁵⁾
Common Stock	08/24/2017		J ⁽⁶⁾		35,970	D	\$ 0	127,821	I	See footnote ⁽⁷⁾

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Common Stock	08/24/2017	J ⁽⁸⁾	360	A	\$ 0	8,838	D	
Common Stock	08/24/2017	J ⁽⁹⁾	8,838	D	\$ 0	0	D	
Common Stock	08/24/2017	J ⁽¹⁰⁾	1,033	A	\$ 0	2,688	I	See footnote <u>(11)</u>

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maveron General Partner III LLC 411 1ST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104		X		
Maveron Equity Partners III, L.P. 411 1ST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104		X		
Maveron III Entrepreneurs Fund, L.P. 411 1ST AVENUE SOUTH, SUITE 600		X		

SEATTLE, WA 98104

MEP Associates III, L.P.
411 1ST AVENUE SOUTH,
SUITE 600
SEATTLE, WA 98104

X

Maveron LLC
411 1ST AVENUE SOUTH,
SUITE 600
SEATTLE, WA 98104

X

Signatures

/s/ Pete McCormick, as managing member of Maveron General Partner III, LLC	08/25/2017
__Signature of Reporting Person	Date
/s/ Pete McCormick, as managing member of the GP of Maveron Equity Partners III, L.P.	08/25/2017
__Signature of Reporting Person	Date
/s/ Pete McCormick, as managing member of the GP of Maveron III Entrepreneurs Fund LP	08/25/2017
__Signature of Reporting Person	Date
/s/ Pete McCormick, as managing member of the GP of MEP Associates III, L.P.	08/25/2017
__Signature of Reporting Person	Date
/s/ Pete McCormick, as Attorney-in-Fact for Maveron LLC	08/25/2017
__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) Maveron Equity Partners III, L.P. ("Maveron Equity") made pro rata distributions for no consideration of 847,787 shares of common stock of the issuer to its partners on August 24, 2017.

Shares are owned directly by Maveron Equity. Maveron General Partner III LLC ("Maveron GP"), which is the general partner of Maveron Equity, has sole voting and investment power over the securities held by Maveron Equity. Maveron GP disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, Dan Levitan, who is a Director of the issuer, and certain other individuals are managing members of Maveron GP and may be deemed to share voting and investment power over the shares held of record by Maveron Equity. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. 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 purposes.
- (3) Shares acquired by Maveron GP in connection with the distribution of such shares to the partners of Maveron Equity.
- (4) MEP Associates III, L.P. ("Maveron Associates") made pro rata distributions for no consideration of 116,243 shares of common stock of the issuer to its partners on August 24, 2017.

Shares are owned directly by Maveron Associates. Maveron GP, which is the general partner of Maveron Associates, has sole voting and investment power over the securities held by Maveron Associates. Maveron GP disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, Dan Levitan, who is a Director of the issuer, and certain other individuals are managing members of Maveron GP and may be deemed to share voting and investment power over the shares held of record by Maveron Associates. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. 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 purposes.
- (6)

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Maveron III Entrepreneurs Fund, L.P. ("Maveron Entrepreneurs") made pro rata distributions for no consideration of 35,970 shares of common stock of the issuer to its partners on August 24, 2017.

(7) Shares are owned directly by Maveron Entrepreneurs. Maveron GP, which is the general partner of Maveron Entrepreneurs, has sole voting and investment power over the securities held by Maveron Entrepreneurs. Maveron GP disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, Dan Levitan, who is a Director of the issuer, and certain other individuals are managing members of Maveron GP and may be deemed to share voting and investment power over the shares held of record by Maveron Entrepreneurs. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. 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 purposes.

(8) Shares acquired by Maveron GP in connection with the distribution of such shares to the partners of Maveron Entrepreneurs.

(9) Maveron GP made pro rata distributions for no consideration of 8,838 shares of common stock of the issuer to its members on August 24, 2017.

(10) Shares acquired by Maveron LLC in connection with the distribution of such shares to the partners of Maveron Associates and to the members of Maveron GP.

(11) Shares are owned directly by Maveron LLC. Maveron LLC disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, Dan Levitan, who is a Director of the issuer, and certain other individuals are managing members of Maveron LLC and may be deemed to share voting and investment power over the shares held of record by Maveron LLC. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. 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 purposes.

Remarks:

Each reporting person disclaims the existence of a "group" and disclaims beneficial ownership of any securities except to the extent of its pecuniary interest therein.

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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