

DealerTrack Holdings, Inc.  
Form 8-K  
June 05, 2008

**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): June 3, 2008**

**DEALERTRACK HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

Delaware

000-51653

52-2336218

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

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

11042

(Address of principal executive offices)

(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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 3, 2008, DealerTrack Holdings, Inc. (the Company ) held its 2008 Annual Meeting of Stockholders. At the Annual Meeting, the stockholders approved a proposal to amend and restate the Company s Amended and Restated DealerTrack Holdings, Inc. 2005 Incentive Award Plan (the Plan ) to, among other things, increase the aggregate number of shares of common stock authorized for issuance under the Plan by 1,550,000 shares. The Company s directors and executive officers are eligible to receive awards under the Plan. A full description of the Plan can be found in the Company s definitive proxy statement filed on April 29, 2008, which description is incorporated herein by reference. A copy of the Plan is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 10.1               | Second Amended and Restated DealerTrack Holdings, Inc. 2005 Incentive Award Plan (incorporated by reference to Exhibit I to the Company s definitive proxy statement filed on April 29, 2008). |

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**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: June 5, 2008

DealerTrack Holdings, Inc.

By: /s/ Robert J. Cox III  
Robert J. Cox III  
Senior Vice President, Chief Financial Officer and  
Treasurer

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**EXHIBIT INDEX**

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