RAWLINGS DARRYL

Form 4

November 19, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **RAWLINGS DARRYL** Issuer Symbol TRUPANION, INC. [TRUP] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify C/O TRUPANION, INC., 6100 4TH 11/15/2018 below) **AVENUE SOUTH, SUITE 200** President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SEATTLE, WA 98108 Person

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securitie onDisposed o (Instr. 3, 4	f (D)	uired (A) or Price	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/15/2018		M(1)	181,531	A	\$ 0.9	1,555,997	D	
Common Stock	11/15/2018		S <u>(1)</u>	81,053	D	\$ 23.5844 (2)	1,474,944	D	
Common Stock	11/15/2018		S(3)	4,000	D	\$ 24.18 (4)	1,470,944	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 0.9	11/15/2018		M		181,531	<u>(5)</u>	12/04/2018	Common Stock	181,531

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting of the Fitting (Fitting)	Director	Director 10% Owner Officer		Other			
RAWLINGS DARRYL C/O TRUPANION, INC. 6100 4TH AVENUE SOUTH, SUITE 200 SEATTLE, WA 98108	X		President and CEO				

Signatures

/s/ Charlotte Sim-Warner as attorney-in-fact for Darryl
Rawlings
11/19/2018

**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).
- The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by reporting person on August 7, 2018, in order to fund the (1) exercise price and associated taxes on the stock options set to expire if not exercised on, or prior to, December 2018. Accordingly, the reporting person had no discretion with regard to the timing of the transaction.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.58 to \$23.93 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2).
 - The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by reporting person on November 7, 2017, in order to implement a plan of financial diversification. Accordingly, the reporting person had no discretion with regard to the timing of the
- (3) transaction. In aggregate, the reporting person's plan is Rule 10b5-1 trading plan is part of a diversification strategy on the part of the reporting person to diversify up to 25% of the reporting person's holdings as of the date of the Company's initial public offering in July 2014 from the inception of the Rule 10b5-1 trading plan through 2025.

Reporting Owners 2

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- (4) All the shares reported in Column 4 were purchased at the exact price disclosed.
- (5) The option is fully vested.

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