

KAR Auction Services, Inc.

Form 4

July 10, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hill Mark E

(Last) (First) (Middle)

13085 HAMILTON CROSSING
BLVD.

(Street)

CARMEL, IN 46032

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
KAR Auction Services, Inc. [KAR]

3. Date of Earliest Transaction
(Month/Day/Year)
07/06/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					29,700	D	
Common Stock					800	I	Family Member's Brokerage Account ⁽¹⁾

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(2)							(3)(4)	(4)	Common Stock	11,337
Phantom Stock	(2)	07/06/2017		A		93.1186		(4)	(4)	Common Stock	93.1186

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hill Mark E
13085 HAMILTON CROSSING BLVD. X
CARMEL, IN 46032

Signatures

Rebecca C. Polak as Attorney
In Fact 07/10/2017

**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) The shares are held in a family member's brokerage account, over which the reporting person holds a power of attorney. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(2) The phantom stock will convert into shares of KAR common stock on a one-for-one basis.

Represents director fees deferred in the reporting person's account in the KAR Auction Services, Inc. Directors Deferred Compensation Plan. 2,594 shares of phantom stock were granted on June 5, 2017 at a price of \$44.34 per share pursuant to the KAR Auction Services, Inc. 2009 Omnibus Stock and Incentive Plan and will be settled only for shares of KAR common stock on a one-for-one basis. One-fourth of this grant vests every three months from the date of the grant and such grant is subject to forfeiture until vested. All other shares of phantom stock are vested.

(4) The reporting person will receive shares of KAR common stock, on a one-for-one basis, at a future date(s) specified by him subject to the terms and conditions of the KAR Auction Services, Inc. Directors Deferred Compensation Plan.

Reflects the reinvestment of dividend equivalents in additional shares of phantom stock pursuant to the KAR Auction Services, Inc. Directors Deferred Compensation Plan, of which 617.1602 shares are vested and the remaining shares will vest as follows: 5.0825 shares vest on September 5, 2017, 5.0825 shares vest on December 5, 2017, 5.0825 shares vest on March 5, 2018 and the remaining 5.0826 shares vest on June 5, 2018.

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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