TrueCar, Inc. Form 3 May 15, 2014

(Print or Type Responses)

Common Stock

1 Name and Address of Departing

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

	1. Name and A Person * Yadigaro		eporting	Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol TrueCar, Inc. [TRUE]					
	(Last)	(First)	(Middle)	05/15/2014	4. Relationsh Person(s) to I	ip of Reporting	5. If Amendment, Date Original Filed(Month/Day/Year)			
C/O TRUECAR, INC., 120 BROADWAY, SUITE 200 (Street) SANTA MONICA, CA 90401					(Check	all applicable				
						r 10%X Othew) (specify below member of 1) Owner	ow) _X_ Form filed by One Reporting			
	(City)	(State)	(Zip)	Table I - N	Non-Derivat	tive Securit	es Beneficially Owned			
1.Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)		4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Stock				8,060		I	By Capricorn Investment Group LLC (1) (2)			
	Common Sto	ock		7,972,328		I	By Pacific Sequoia Holdings LLC $\underline{^{(1)}}$ $\underline{^{(2)}}$			
	Common Sto	ock		850,449	850,449		By The Skoll Foundation (1) (2)			
	Common Sto	ock		725,417	725,417		By The Skoll Fund (1) (2)			
Common Stock				257,061	257,061		By Capricorn S.A. SICAV - SIF Global Non-Marketable Strategies Sub-Fund (1) (2)			
	Common Sto	ock		207,825		I	By Capricorn AIP - Private Investment Fund I, L.P. (1) (2)			

32,650

By HIT Splitter, L.P. (1) (2)

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Common Stock 29,039 I By Carthage, L.P. (1) (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	2. Date Exercisable and		3. Title and Amount of		4.	5.	Nature of Indirect
(Instr. 4)	Expiration Date (Month/Day/Year)		Securities Underlying		Conversion	Ownership	Beneficial Ownership
			Derivative Security		or Exercise	Form of	(Instr. 5)
			(Instr. 4)		Price of	Derivative	
	Date Exercisable	Expiration Date			Derivative	Security:	
			Title	Amount or Number of Shares	Security Direct (D) or Indirect (I) (Instr. 5)		
Stock Option (right to buy)	(3)	02/07/2024	Common Stock	14,164	\$ 9.2549	D	Â

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Yadigaroglu Ion C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CAÂ 90401

X Â Â Managing memeber of 10% Owner

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).

The Reporting Person serves as a managing member of Capricorn Investment Group LLC ("Capricorn Group") and may be deemed to have shared voting and investment control with respect to the shares held by the Capricorn Group, The Skoll Foundation, The Skoll Fund,

- (1) Capricorn S.A. SICAV SIF Global Non-Marketable Strategies Sub-Fund, Capricorn AIP Private Investment Fund I, L.P., HIT Splitter, L.P., Carthage, L.P. and Pacific Sequoia Holdings LLC (collectively, the "Capricorn Entities"). Capricorn Group serves as the investment manager for the Capricorn Entities and may be deemed to have shared voting and investement control over the shares held by the Capricorn Entities.
 - Capricorn Group is the general partner of Capricorn AIP Private Investment Fund I, L.P. ("Capricorn AIP"), HIT Splitter, L.P. ("HSLP") and Carthage, L.P. ("Carthage") and has sole voting and investment control over the shares held by Capricorn AIP, HSLP and
- (2) Carthage. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest in securities held by Capricorn Group, 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.

Reporting Owners 2

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(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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.