

TrueCar, Inc.
Form 3
May 15, 2014

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

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Yadigaroglu Ion</p> <p>(Last) (First) (Middle)</p> <p>C/O TRUECAR, INC., 120 BROADWAY, SUITE 200</p> <p>(Street)</p> <p>SANTA MONICA, CA 90401</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/15/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TrueCar, Inc. [TRUE]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) Managing member of 10% Owner</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|---|
| Common Stock | 8,060 | I | By Capricorn Investment Group LLC <u>(1)</u> <u>(2)</u> |
| Common Stock | 7,972,328 | I | By Pacific Sequoia Holdings LLC <u>(1)</u> <u>(2)</u> |
| Common Stock | 850,449 | I | By The Skoll Foundation <u>(1)</u> <u>(2)</u> |
| Common Stock | 725,417 | I | By The Skoll Fund <u>(1)</u> <u>(2)</u> |
| Common Stock | 257,061 | I | By Capricorn S.A. SICAV - SIF Global Non-Marketable Strategies Sub-Fund <u>(1)</u> <u>(2)</u> |
| Common Stock | 207,825 | I | By Capricorn AIP - Private Investment Fund I, L.P. <u>(1)</u> <u>(2)</u> |
| Common Stock | 32,650 | I | By HIT Splitter, L.P. <u>(1)</u> <u>(2)</u> |

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 (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option (right to buy) | Â <u>(3)</u> | 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, CA 90401 | Â X | Â | Â | | Managing member 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).

(1) 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, 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 investment 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.

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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:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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