St-Hilaire Stephane
Form 4
February 26, 2018

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

(Print or Type Responses)

1. Name and Address of Reporting Person [*] St-Hilaire Stephane	2. Issuer Name **and** Ticker or Trading Symbol KAR Auction Services, Inc. [KAR]	5. Relationship of Reporting Person(s) to Issuer
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2018	(Check all applicable) _____ Director _____ 10% Owner __X__ Officer (give title _____) Other (specify below) below) CEO of ADESA
13085 HAMILTON CROSSING BLVD. (Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
CARMEL, IN 46032		
(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. 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	02/22/2018		M		1,154	A	$ 0 [(1)]	26,058.9903 [(2)]	D	
Common Stock	02/22/2018		F[(3)]		455	D	$ 50.87	25,603.9903	D	
Common Stock	02/24/2018		M		1,081	A	$ 0 [(4)]	26,684.9903	D	
Common Stock	02/24/2018		F[(3)]		426	D	$ 51.42	26,258.9903	D	

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

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	$ 30.89							(5)	02/27/2024	Common Stock	38,884 (5)
Employee Stock Option (right to buy)	$ 13.46							(6)	03/01/2020	Common Stock	72,768
Restricted Stock Units	(7)	02/22/2018		M		1,154		(8)	(8)	Common Stock	1,154
Restricted Stock Units	(7)	02/24/2018		M		1,081		(9)	(9)	Common Stock	1,081

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
St-Hilaire Stephane 13085 HAMILTON CROSSING BLVD. CARMEL, IN 46032			CEO of ADESA	

Signatures

Rebecca C. Polak, as Attorney
In Fact   02/26/2018

<u>**</u>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)   Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. The restricted stock units vested in common stock on February 22, 2018.

(2)   Includes 1,199.1733 shares acquired (including 33.7188 shares acquired by dividend reinvestment) pursuant to the Company's Employee Stock Purchase Plan.

(3)   Shares withheld by the Company to satisfy tax withholding requirements.

(4)   Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. The restricted stock units vested in common stock on February 24, 2018.

(5)   29,163 of these options are currently exercisable and the remaining 9,721 options become exercisable on February 27, 2018, assuming continued employment through the applicable vesting date.

(6)   All of these options are currently exercisable.

(7)   Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis.

(8)   These restricted stock units remain subject to a time-vesting requirement and are scheduled to vest and settle in common stock as follows: one-third of these restricted stock units vested on February 23, 2017, one-third of these restricted stock units vested on February 22, 2018 and the remaining one-third of these restricted stock units vest on February 22, 2019, assuming continued employment through the applicable vesting date.

(9)   These restricted stock units remain subject to a time-vesting requirement and are scheduled to vest and settle in common stock as follows: one-third of these restricted stock units vested on February 24, 2018, one-third of these restricted stock units vest on February 24, 2019 and the remaining one-third of these restricted stock units vest on February 24, 2020, assuming continued employment through the applicable vesting date.

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.