

Thomas Charles C.  
Form 3  
April 05, 2019

**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)

|  |         |                                      |  |  |
|--|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person *  |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                            |  |
| Thomas Charles C.                          |         | (Month/Day/Year)                     | TrueCar, Inc. [TRUE]   |  |
| (Last)                                     | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|  |         | 04/01/2019                           |  |  |
| C/O TRUECAR, INC., 120 BROADWAY, SUITE 200 |         |                                      | (Check all applicable)   |  |
| (Street)                                   |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
|  |         |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|  |         |                                      | (give title below)   | (specify below)                                      |
| SANTA MONICA, CA 90401                     |         |                                      | VP, Controller, PFO, PAO   |  |
| (City)                                     | (State) | (Zip)                                | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|  |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|  |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**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                    | 40,532 <sup>(1)</sup>                                 | D  |   |

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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|                                      | Date Exercisable | Expiration Date |              | Amount or Number of Shares |          | or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Employee Stock Option (Right to Buy) | Â (2)            | 05/15/2024      | Common Stock | 3,333                      | \$ 12.81 | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (3)            | 05/15/2024      | Common Stock | 728                        | \$ 12.81 | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (2)            | 10/06/2024      | Common Stock | 2,000                      | \$ 20.85 | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (2)            | 02/03/2025      | Common Stock | 1,030                      | \$ 19.29 | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (4)            | 08/11/2026      | Common Stock | 8,340                      | \$ 10.85 | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (5)            | 06/10/2027      | Common Stock | 6,048                      | \$ 18.91 | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (6)            | 06/10/2027      | Common Stock | 22,500                     | \$ 18.91 | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (7)            | 09/18/2028      | Common Stock | 10,639                     | \$ 13.49 | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (8)            | 03/15/2029      | Common Stock | 12,096                     | \$ 6.93  | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| Thomas Charles C.<br>C/O TRUECAR, INC.<br>120 BROADWAY, SUITE 200<br>SANTA MONICA, CA 90401 | Â             | Â         | Â VP,<br>Controller,<br>PFO, PAO | Â     |

## Signatures

/s/ Scott Watkinson, by Power of Attorney 04/05/2019

\*\*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 reported securities include 29,815 restricted stock units.
- (2) Shares subject to the option are fully vested and immediately exercisable.

An option to purchase 822 shares was granted on May 15, 2014. This option was subject to performance vesting. Only 88.5% of the target (3) was achieved. As a result, 94 of the shares underlying the option were canceled. The remaining 728 shares subject to the option are fully vested and immediately exercisable.

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- (4) Shares subject to the option vest in 48 equal monthly installments beginning on August 11, 2016.
- (5) Shares subject to the option vest in 48 equal monthly installments beginning on July 15, 2017.
- (6) Shares subject to the option vest 10% on June 15, 2018, 20% on June 15, 2019, 30% on June 15, 2020 and 40% on June 15, 2021.
- (7) Shares subject to the option vest in 48 equal monthly installments beginning on September 18, 2018.
- (8) Shares subject to the option vest in 48 equal monthly installments beginning on April 15, 2019.

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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