

TRUPANION INC.
Form 4
July 23, 2014

FORM 4

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

OMB APPROVAL

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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 *
LEVITAN DAN

(Last) (First) (Middle)

C/O TRUPANION, INC., 907 NW
BALLARD WAY

(Street)

SEATTLE, WA 98107

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TRUPANION INC. [TRUP]

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

07/23/2014

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 | 07/23/2014 | | C | | 3,673,730 | A | <u>(1)</u> 3,799,961 | I | By Maveron Equity Partners III, L.P. <u>(2)</u> |
| Common Stock | 07/23/2014 | | C | | 1,210,920 | A | <u>(3)</u> 5,010,881 | I | By Maveron Equity Partners III, L.P. <u>(2)</u> |
| Common Stock | 07/23/2014 | | C | | 545,165 | A | <u>(4)</u> 5,556,046 | I | By Maveron Equity Partners III, L.P. <u>(2)</u> |
| Common Stock | 07/23/2014 | | C | | 155,880 | A | <u>(1)</u> 161,236 | I | By Maveron III Entrepreneurs? |

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| 1. Title of 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) |
|---------------------------------|--|--------------------------------------|--|--------------------------------|---|--|--|
| Common Stock | | 07/23/2014 | | C | 51,364 A (3) 212,600 | I | Fund L.P. (5) By Maveron III Entrepreneurs? Fund L.P. (5) |
| Common Stock | | 07/23/2014 | | C | 23,131 A (4) 235,731 | I | By Maveron III Entrepreneurs? Fund L.P. (5) |
| Common Stock | | 07/23/2014 | | C | 503,720 A (1) 521,027 | I | By MEP Associates III, L.P. (6) |
| Common Stock | | 07/23/2014 | | C | 166,032 A (3) 687,059 | I | By MEP Associates III, L.P. (6) |
| Common Stock | | 07/23/2014 | | C | 74,750 A (4) 761,809 | I | By MEP Associates III, L.P. (6) |

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

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SEC 1474
(9-02)

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 Number Shares |
| Series A Convertible Preferred Stock | (1) | 07/23/2014 | | C | 3,673,730 | (1) (1) | Common Stock 3,673, |
| Series A Convertible Preferred Stock | (1) | 07/23/2014 | | C | 155,880 | (1) (1) | Common Stock 155,8 |
| Series A Convertible Preferred Stock | (1) | 07/23/2014 | | C | 503,720 | (1) (1) | Common Stock 503,7 |

| | | | | | | | | |
|---|-----|------------|---|-----------|-----|-----|-----------------|-----------|
| Series B Convertible Preferred Stock | (3) | 07/23/2014 | C | 1,210,920 | (3) | (3) | Common Stock | 1,210,920 |
| Series B Convertible Preferred Stock | (3) | 07/23/2014 | C | 51,364 | (3) | (3) | Common Stock | 51,364 |
| Series B Convertible Preferred Stock | (3) | 07/23/2014 | C | 166,032 | (3) | (3) | Common Stock | 166,032 |
| Series C Convertible Preferred Stock | (4) | 07/23/2014 | C | 545,165 | (4) | (4) | Common Stock | 545,165 |
| Series C Convertible Preferred Stock | (4) | 07/23/2014 | C | 23,131 | (4) | (4) | Common Stock | 23,131 |
| Series C Convertible Preferred Stock | (4) | 07/23/2014 | C | 74,750 | (4) | (4) | Common Stock | 74,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LEVITAN DAN C/O TRUPANION, INC. 907 NW BALLARD WAY SEATTLE, WA 98107 | X | X | | |

Signatures

/s/ Charlotte Sim-Warner as attorney-in-fact for Dan
Levitan

07/23/2014

**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 share of the issuer's Series A Convertible Preferred Stock converted into 1 share of the issuer's Common Stock on July 23, 2014 in connection with the closing of the issuer's sale of its Common Stock in its firm commitment initial public offering (the "IPO") pursuant to a registration statement on Form S-1 (File No. 333-196814) under the Securities Act of 1933, as amended (the "Registration Statement"), and had no expiration date.

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- The reporting person, together with Clayton Lewis, Peter McCormick and Jason Stoffer, are members of Maveron General Partner III LLC ("Maveron LLC"), which is the general partner of Maveron Equity Partners III, L.P. ("Maveron Equity"), and may be deemed to
- (2) share voting and investment power over the securities held by Maveron Equity. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, 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 purposes.

- Each share of the issuer's Series B Convertible Preferred Stock converted into 1 share of the issuer's Common Stock on July 23, 2014 in
- (3) connection with the closing of the issuer's sale of its Common Stock in its IPO pursuant to the Registration Statement, and had no expiration date.

- Each share of the issuer's Series C Convertible Preferred Stock converted into 1 share of the issuer's Common Stock on July 23, 2014 in
- (4) connection with the closing of the issuer's sale of its Common Stock in its IPO pursuant to the Registration Statement, and had no expiration date.

- The reporting person, together with Clayton Lewis, Peter McCormick and Jason Stoffer, are members of Maveron LLC, which is the General Partner of Maveron III Entrepreneurs' Fund L.P. ("Maveron Entrepreneurs"), and may be deemed to share voting and investment
- (5) power over the securities held by Maveron Entrepreneurs. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein. 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 purposes.

- The reporting person, together with Clayton Lewis, Peter McCormick and Jason Stoffer, are members of Maveron LLC, which is the General Partner of MEP Associates III, L.P. ("MEP"), and may be deemed to share voting and investment power over the securities held
- (6) by MEP. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein. 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 purposes.

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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