

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>Â Brenner Bernard</p> <p>(Last) (First) (Middle)</p> <p>C/O TRUECAR, INC.,Â 120 BROADWAY, SUITE 200</p> <p>(Street)</p> <p>SANTA MONICA,Â CAÂ 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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, Business Development</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>
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**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	257,935	D	Â
Common Stock	16,666	I	By The Allison Brenner 2014 Family Trust <sup>(11)</sup>
Common Stock	16,666	I	By The Brenner 2014 Trust <sup>(12)</sup>

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)**

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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			
Employee Stock Option (right to buy)	Â <u>(1)</u>	11/30/2016	Common Stock	2,250	\$ 2.6999	D	Â
Employee Stock Option (right to buy)	Â <u>(1)</u>	11/30/2016	Common Stock	2,262	\$ 2.6999	D	Â
Employee Stock Option (right to buy)	Â <u>(1)</u>	08/20/2017	Common Stock	57,476	\$ 0.4949	D	Â
Employee Stock Option (right to buy)	Â <u>(1)</u>	05/22/2018	Common Stock	76,666	\$ 0.4949	D	Â
Employee Stock Option (right to buy)	Â <u>(1)</u>	04/26/2019	Common Stock	35,333	\$ 0.8249	D	Â
Employee Stock Option (right to buy)	Â <u>(1)</u>	06/17/2019	Common Stock	26,000	\$ 0.3899	D	Â
Employee Stock Option (right to buy)	Â <u>(1)</u>	09/14/2019	Common Stock	6,500	\$ 0.3899	D	Â
Employee Stock Option (right to buy)	Â <u>(1)</u>	07/15/2020	Common Stock	390,000	\$ 2.1149	D	Â
Employee Stock Option (right to buy)	Â <u>(2)</u>	07/15/2020	Common Stock	52,000	\$ 2.1149	D	Â
Employee Stock Option (right to buy)	Â <u>(3)</u>	07/15/2020	Common Stock	185,162	\$ 2.1149	D	Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	02/17/2021	Common Stock	66,666	\$ 2.8349	D	Â
Employee Stock Option (right to buy)	Â <u>(5)</u>	06/14/2021	Common Stock	56,666	\$ 3.5549	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	02/14/2022	Common Stock	10,000	\$ 11.5049	D	Â
Employee Stock Option (right to buy)	Â <u>(7)</u>	08/31/2022	Common Stock	333,333	\$ 7.9949	D	Â
Employee Stock Option (right to buy)	Â <u>(8)</u>	10/22/2023	Common Stock	26,666	\$ 8.8799	D	Â
Employee Stock Option (right to buy)	Â <u>(9)</u>	02/07/2024	Common Stock	16,666	\$ 9.2549	D	Â
Employee Stock Option (right to buy)	Â <u>(10)</u>	05/02/2024	Common Stock	23,333	\$ 12.8099	D	Â

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brenner Bernard C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401	^	^	^ EVP, Business Development	^

# 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) Shares subject to the option are fully vested and immediately exercisable.
- (2) Shares subject to the option shall vest according to certain event(s) to be determined by the Issuer's Chief Executive Officer upon collaboration with the Issuer's Board of Directors.
- (3) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on July 24, 2010.
- (4) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning March 17, 2011.
- (5) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 15, 2012.
- (6) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 14, 2012.
- (7) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on June 30, 2012.
- (8) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on February 1, 2014.
- (9) The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 7, 2014.
- (10) The option is subject to an early exercise provision and is immediately exercisable. One-fourth (1/4th) of the shares subject to the option vest on May 2, 2015 and one forty-eighth (1/48th) of the shares vest monthly thereafter.
- (11) Shares directly held by The Allison Brenner 2014 Family Trust for which the Reporting Person serves as trustee.
- (12) Shares directly held by The Brenner 2014 Trust for which the Reporting Person serves as trustee.

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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.