

TrueCar, Inc.
Form 4
December 03, 2015

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 *
**UNITED SERVICES
AUTOMOBILE ASSOCIATION**

(Last) (First) (Middle)
9800 FREDERICKSBURG RD

(Street)
SAN ANTONIO, TX 78288

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TrueCar, Inc. [TRUE]

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2015

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 12/01/2015 ⁽¹⁾ | | S | | 200,000 <u>(2)</u> <u>(3)</u> <u>(4)</u> | D | |
| | | | | | \$ 7.8296 <u>(2)</u> <u>(3)</u> <u>(4)</u> | | |
| Common Stock | | | | | 11,632,346 | D | |
| | | | | | | I | USAA Property Holdings, Inc. |
| | | | | | 1,633,347 ⁽⁵⁾ | | |

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

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number.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| UNITED SERVICES AUTOMOBILE ASSOCIATION 9800 FREDERICKSBURG RD SAN ANTONIO, TX 78288 | | X | | |
| USAA Property Holdings, Inc. 9800 FREDERICKSBURG ROAD SAN ANTONIO, TX 78288 | | X | | |

Signatures

/s/ Douglas I. Ward, Vice President and Chief Investment Officer

12/03/2015

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) The transactions reported on this form were executed pursuant to a 10b5-1 plan adopted as of August 26, 2015.

Execution Breakdown of Price/Sold Shares: (continuation will be included in footnote #3 and #4) \$7.615 200 \$7.62 4,200 \$7.625 2,300 \$7.63 5,100 \$7.635 600 \$7.64 4,800 \$7.645 100 \$7.65 3,815 \$7.652 300 \$7.655 300 \$7.66 6,990 \$7.665 2,000 \$7.67 1,681 \$7.675 300 \$7.68 2,300 \$7.69 7,917 \$7.695 1,800 \$7.70 5,050 \$7.705 300 \$7.71 7,100 \$7.72 700 \$7.725 900 \$7.73 2,163 \$7.735 600 \$7.74 1,400 \$7.745 893

Execution Breakdown of Price/Sold Shares: (continuation from footnote #2) \$7.75 7,767 \$7.755 1,500 \$7.76 9,500 \$7.765 2,135 \$7.7675 600 \$7.77 4,100 \$7.775 400 \$7.78 8,824 \$7.785 600 \$7.79 10,024 \$7.795 300 \$7.80 400 \$7.805 2,300 \$7.81 6,516 \$7.813 300 \$7.815 400 \$7.82 3,000 \$7.825 2,600 \$7.83 6,650 \$7.831 300 \$7.835 100 \$7.84 2,022 \$7.845 1,500

(4)

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Execution Breakdown of Price/Sold Shares: (continuation from footnote #3) PRICE SOLD SHARES \$7.85 1,500 \$7.86 1,400 \$7.865 200
\$7.87 1,607 \$7.895 1,300 \$7.90 500 \$7.91 1,100 \$7.915 1,400 \$7.92 2,900 \$7.93 1,400 \$7.94 2,200 \$7.945 300 \$7.95 7,040 \$7.955 160
\$7.96 2,100 \$7.965 100 \$7.97 700 \$7.975 100 \$7.98 2,800 \$7.985 300 \$7.99 1,500 \$7.995 700 \$8.00 2,600 \$8.005 200 \$8.0075 100
\$8.01 1,100 \$8.02 600 \$8.03 900 \$8.04 1,000 \$8.05 1,100 \$8.06 2,299 \$8.07 2,558 \$8.08 2,800 \$8.09 1,027 \$8.10 2,300 \$8.11 100 \$8.13
2,200 \$8.14 2,200 \$8.16 44 \$8.18 100 \$8.19 1,000 \$8.20 1,400 \$8.23 2,528 \$8.24 1,400 \$8.25 100 \$8.27 1,990 \$8.28 500 \$8.29 900

(5) USAA Property Holdings, Inc. is a wholly owned subsidiary of United Services Automobile Association.

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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