

TRUPANION INC.
Form SC 13G/A
February 16, 2016

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Trupanion, Inc.

(Name of Issuer)

Common Stock, \$0.00001 par value

(Title of Class of Securities)

898202106

(CUSIP Number)

December 31, 2015

Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 898202106

13G

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Highland Consumer GP GP LLC
 2. Check the Appropriate Box if a Member of a Group
(a)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | | | |
|---|--|---|---------------------------------------|
| | 5. | | Sole Voting Power
0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | | Shared Voting Power
3,096,427 |
| | 7. | | Sole Dispositive Power
0 |
| | 8. | | Shared Dispositive Power
3,096,427 |
| | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
3,096,427 | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> | | |
| 11. | Percent of Class Represented by Amount in Row (9)
10.9% | | |
| 12. | Type of Reporting Person
OO | | |

CUSIP No. 898202106

13G

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Highland Consumer GP Limited Partnership
 2. Check the Appropriate Box if a Member of a Group
(a) o
(b) x
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | |
|----|---------------------------------------|
| 5. | Sole Voting Power
0 |
| 6. | Shared Voting Power
3,096,427 |
| 7. | Sole Dispositive Power
0 |
| 8. | Shared Dispositive Power
3,096,427 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,096,427
 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o
 11. Percent of Class Represented by Amount in Row (9)
10.9%
 12. Type of Reporting Person
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 898202106

13G

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Highland Consumer Fund I LP
 2. Check the Appropriate Box if a Member of a Group
(a)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | | | |
|---|----|--|---------------------------------------|
| | 5. | | Sole Voting Power
0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | | Shared Voting Power
2,486,240 |
| | 7. | | Sole Dispositive Power
0 |
| | 8. | | Shared Dispositive Power
2,486,240 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,486,240
 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
 11. Percent of Class Represented by Amount in Row (9)
8.8%
 12. Type of Reporting Person
PN

CUSIP No. 898202106

13G

- | | | |
|-----|--|---|
| 1. | Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person | |
| | Highland Consumer Fund I-B LP | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) <input type="radio"/> | |
| | (b) <input checked="" type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| 5. | Sole Voting Power
0 | Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With |
| 6. | Shared Voting Power
530,453 | |
| 7. | Sole Dispositive Power
0 | |
| 8. | Shared Dispositive Power
530,453 | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
530,453 | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
1.9% | |
| 12. | Type of Reporting Person
PN | |

CUSIP No. 898202106

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1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Highland Consumer Entrepreneurs Fund I LP
 2. Check the Appropriate Box if a Member of a Group
(a)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | |
|----|------------------------------------|
| 5. | Sole Voting Power
0 |
| 6. | Shared Voting Power
79,734 |
| 7. | Sole Dispositive Power
0 |
| 8. | Shared Dispositive Power
79,734 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
79,734
 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
 11. Percent of Class Represented by Amount in Row (9)
0.3%
 12. Type of Reporting Person
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 898202106

13G

Item 1(a)

Name of Issuer
Trupanion, Inc.

Item 1(b)

Address of Issuer s Principal Executive Offices
907 NW Ballard Way, Seattle, Washington 98107

Item 2(a)

Name of Person Filing

This statement is being filed by the following persons with respect to the shares (the Shares) of common stock (Common Stock) of the Issuer directly owned by Highland Consumer Fund I Limited Partnership (Highland Consumer I), Highland Consumer Fund 1-B Limited Partnership (Highland Consumer IB) and Highland Consumer Entrepreneurs Fund I, Limited Partnership (Highland Consumer Entrepreneurs, and together with Highland Consumer I and Highland Consumer IB, the Highland Consumer Entities).

(a) Highland Consumer GP Limited Partnership (HC LP), the general partner of the Highland Consumer Entities;

(b) Highland Consumer GP GP LLC (HC LLC), the general partner of HC LP;

(c) Highland Consumer I, which directly owns 2,486,240 Shares;

(d) Highland Consumer IB, which directly owns 530,453 Shares; and

(e) Highland Consumer Entrepreneurs, which directly owns 79,734 Shares.

Item 2(b)

HC LLC, HC LP, Highland Consumer I, Highland Consumer IB and Highland Consumer Entrepreneurs are sometimes individually referred to herein as a Reporting Person and collectively as the Reporting Persons.

Address of Principal Business Office

The address of each of the reporting persons is:

c/o Highland Consumer Partners Management Company LLC

20 William Street, Suite 115

Wellesley, Massachusetts 02481

Item 2(c)

Citizenship

Highland Consumer I	Delaware
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Highland Consumer IB	Delaware
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Highland Consumer Entrepreneurs	Delaware
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Item 2(d)

HC LP	Delaware
HC LLC	Delaware
Title of Class of Securities	
Common Stock, \$0.00001 par value	

CUSIP No. 898202106

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Item 2(e) CUSIP Number
898202106

Item 3 If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:
Not applicable.

Item 4 Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.
For HC LLC:

- (a) Amount beneficially owned:
3,096,427 shares of Common Stock
- (b) Percent of class:
10.9%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
0
 - (ii) Shared power to vote or to direct the vote:
3,096,427
 - (iii) Sole power to dispose or to direct the disposition of:
0
 - (iv) Shared power to dispose or to direct the disposition of:
3,096,427

For HC LP:

- (a) Amount beneficially owned:
3,096,427 shares of Common Stock
- (b) Percent of class:
10.9%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
0
 - (ii) Shared power to vote or to direct the vote:
3,096,427
 - (iii) Sole power to dispose or to direct the disposition of:
0

(iv) Shared power to dispose or to direct the disposition of:

3,096,427

For Highland Consumer I:

(a) Amount beneficially owned:

2,486,240 shares of Common Stock

(b) Percent of class:

8.8%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: