

TRUPANION INC.
Form 3
July 17, 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>RAWLINGS DARRYL</p> <p>(Last) (First) (Middle)</p> <p>C/O TRUPANION, INC., 907 NW BALLARD WAY</p> <p>(Street)</p> <p>SEATTLE, WA 98107</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/17/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TRUPANION INC. [TRUP]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President and CEO</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> |
|--|---|---|---|---|---|

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 | 701,262 ⁽¹⁾ | 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) Title | 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) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------|----------------------------|---|
| Series B Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 70 | \$ (2) | D | Â |
| Special Voting Shares | Â (3) | Â (3) | Common Stock | 1,025,559 | \$ (3) | D | Â |
| Stock Option (right to buy) | Â (4) | 12/04/2018 | Common Stock | 544,592 | \$ 0.9 | D | Â |
| Stock Option (right to buy) | Â (5) | 09/23/2021 | Common Stock | 309,679 | \$ 1.04 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RAWLINGS DARRYL C/O TRUPANION, INC. 907 NW BALLARD WAY SEATTLE, WA 98107 | Â X | Â X | Â President and CEO | Â |

Signatures

/s/ Charlotte Sim-Warner as attorney-in-fact for Darryl Rawlings

07/17/2014

__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) Represents unvested restricted stock subject to the issuer's right of repurchase as of the date of this filing, which repurchase right lapses over time.
 - (2) Each share of the issuer's Series B Convertible Preferred Stock will be converted into 1 share of the issuer's Common Stock immediately upon the closing of the issuer's initial public offering ("IPO") and has no expiration date.
Each exchangeable share of Trupanion Canadian Shareholders, Ltd., a Canadian subsidiary of the issuer, will be automatically exchanged
 - (3) for 10 shares of the issuer's Common Stock immediately upon the closing of the issuer's IPO, which will trigger a mandatory redemption of each Special Voting Share, which Special Voting Share has no expiration date.
 - (4) The option is fully vested.
 - (5) The option vested as to 1/4 of the total shares on September 23, 2012, with an additional 1/48th of the total shares vesting monthly thereafter, subject to continued service through each vesting date.

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.