

KAR Holdings, Inc.  
Form 8-K  
August 12, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 12, 2008**

**KAR Holdings, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**333-148847**  
(Commission File Number)  
**13085 Hamilton Crossing Boulevard**

**20-8744739**  
(I.R.S. Employer Identification No.)

**Carmel, Indiana 46032**

(Address of principal executive offices)

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(Zip Code)

(800) 923-3725

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition**

On August 12, 2008, KAR Holdings, Inc. issued a press release announcing its financial results for the three and six months ended June 30, 2008. KAR Holdings, Inc. will host an earnings conference call, Wednesday, August 13th, at 4:00 p.m., Eastern Daylight Time. The conference call may be accessed by calling 1-888-233-8128 and entering participant passcode 4549272. The call will be hosted by KAR Holdings, Inc. Chairman and Chief Executive Officer, Brian Clingen and Executive Vice President and Chief Financial Officer, Eric Loughmiller. The call will feature a review of operating highlights and financial results for the three and six months ended June 30, 2008. The press release dated August 12, 2008 is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference in its entirety.

Within the Company's second quarter 2008 press release and related attachments thereto, the Company makes reference to certain non-GAAP financial measures. The non-GAAP financial measures include the following: EBITDA, Adjusted EBITDA and Adjusted EBITDA per the credit agreement. The Company has presented reconciling information along with the most directly comparable financial measure calculated and presented in accordance with Generally Accepted Accounting Principles in the United States (GAAP) for each of the above non-GAAP financial measures in the press release. In addition, the Company's reasons for presenting these non-GAAP financial measures are discussed below.

The Company believes that these measures represent important internal measures of performance. Accordingly, where these non-GAAP measures are provided, it is done so that investors have the same financial data that management uses with the belief that it will assist the investment community in properly assessing the underlying performance of the Company on a year-over-year and quarter-sequential basis. Investors should consider these non-GAAP measures in addition to, not as a substitute for or superior to, measures of financial performance prepared in accordance with GAAP. The specific reasons, in addition to the reasons described above, why the Company's management believes that the presentation of the non-GAAP financial measures provides useful information to investors regarding the Company's results of operations are as follows:

**EBITDA, Adjusted EBITDA and Adjusted EBITDA per the Credit Agreement** The Company's management believes that EBITDA is a useful supplement and meaningful indicator of earnings performance to be used by its investors, financial analysts and others to analyze the Company's financial performance and results of operations over time. Management believes that the inclusion of supplementary adjustments to EBITDA applied in presenting Adjusted EBITDA is appropriate to provide additional information to investors about one of the principal internal measures of performance used by the Company. Management uses the Adjusted EBITDA measure to evaluate the performance of the Company and to evaluate results relative to incentive compensation targets. Adjusted EBITDA per the Credit Agreement adds the pro forma impact of recent acquisitions to Adjusted EBITDA. This measure is used by the Company's creditors in assessing debt covenant compliance and management believes its inclusion is appropriate to provide additional information to investors about certain covenants required pursuant to the Company's senior secured credit facility and notes. The most directly comparable financial performance measure calculated and presented in accordance with GAAP is net income (loss). A reconciliation of net income (loss) to EBITDA and Adjusted EBITDA for the three and six months ended June 30, 2008 and 2007 is contained in the attachments to the press release. In addition, a reconciliation of net income (loss) to EBITDA, Adjusted EBITDA and Adjusted EBITDA per the Credit Agreement for each of the last four quarters and the twelve months ended June 30, 2008 is contained in the attachments to the press release.

**Item 9.01** **Financial Statements and Exhibits**

(d) Exhibits

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT                                                                     |
|-------------|--------------------------------------------------------------------------------------------|
| 99.1        | Press release dated August 12, 2008 KAR Holdings, Inc. Reports Second Quarter 2008 Results |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Dated: August 12, 2008

KAR Holdings, Inc.

/s/ Eric M. Loughmiller  
Eric M. Loughmiller  
Executive Vice President and Chief Financial Officer