Buce Robert Form 4 May 18, 2018

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * **Buce Robert**

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

TrueCar, Inc. [TRUE]

05/17/2018

(Check all applicable)

C/O TRUECAR, INC., 120

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

X_ Director

10% Owner Officer (give title Other (specify

BROADWAY, SUITE 200

4. If Amendment, Date Original

A

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

SANTA MONICA, CA 90401

(City)	(State)	(Zıp)	Table I - Non-	Derivative Securitie	es Acquired, Disposed	of, or Beneficially Owned
1.Title of	2. Transaction Da	ate 2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership 7. Nature of

(Month/Day/Year) Security Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) Securities Beneficially Owned Following Reported

Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

(1)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price 8,296

D

I

05/17/2018 Stock

\$0 88,753

221,888

See footnote (2)

Common Stock

Common

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

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SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ative Expiration Date ities (Month/Day/Year) red (A) sposed of 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 9.04	05/17/2018		A	18,653	(3)	05/17/2028	Common Stock	18,653

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Buce Robert C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 SANTA MONICA, CA 90401	X				

Signatures

/s/ Scott Watkinson, by Power of Attorney 05/18/2018

**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 reported shares are represented by restricted stock units, or RSUs, which vest in full on the earlier of the day immediately prior to the Issuer's 2019 annual meeting of stockholders (the "2019 Annual Meeting") or May 31, 2019.
- (2) The shares are held by the Robert E. Buce and Barbara T. Buce Living Trust for which the Reporting Person serves as trustee.
- (3) Shares subject to the option vest in twelve equal monthly installments beginning on June 17, 2018. Any unvested shares subject to the option vest on the day immediately prior to the 2019 Annual Meeting.

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.

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