KAR Auction Services, Inc.

Form 4 May 13, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Byrd Warren W			Symbol		nd Ticker or Trading ervices, Inc. [KAR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)			Γransaction	Б.	100			
C/O: KAR AUCTION SERVICES, INC., 13085 HAMILTON CROSSING BOULEVARD			(Month/) 05/11/2	Day/Year) 2016		Director 10% OwnerX Officer (give title Other (specify below) EVP of Corp Dev & Real Estate				
	(Street)		4. If Am	endment, D	Date Original	6. Individual or Jo	int/Group Filin	ıg(Check		
CARMEL,	IN 46032		Filed(Mo	onth/Day/Ye	ar)	Applicable Line) _X_ Form filed by C Form filed by M Person				
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative Securities Ac	quired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security	2. Transaction Date (Month/Day/Year)			3. Transacti	4. Securities Acquired (A or Disposed of (D)	A) 5. Amount of Securities	6. Ownership	7. Nature Indirect		

(City)	(State)	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)		sed of 4 and (A) or	` ′	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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock	05/11/2016		M	1,700	A	\$ 10	1,700	D			
Common Stock	05/11/2016		S	1,700	D	\$ 39.7505 (1)	0	D			
Common Stock	05/12/2016		M	2,000	A	\$ 10	2,000	D			
Common Stock	05/12/2016		S	2,000	D	\$ 39.51	0	D			
							366	D			

Common Stock

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

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(9-02)

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)	Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day)	ate	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 Options (right to buy)	\$ 10	05/11/2016 ⁽²⁾		A		3,700	(3)(4)	08/20/2017	Common Stock	3,700 (3) (4)
Restricted Stock Units	<u>(5)</u>						<u>(6)</u>	<u>(6)</u>	Common Stock	1,161

Reporting Owners

Relationships Reporting Owner Name / Address Other Director 10% Owner Officer

Byrd Warren W C/O: KAR AUCTION SERVICES, INC. 13085 HAMILTON CROSSING BOULEVARD CARMEL, IN 46032

EVP of Corp Dev & Real Estate

Signatures

/s/ Rebecca C. Polak, as 05/13/2016 Attorney-in-Fact

> **Signature of Reporting Person Date

Reporting Owners 2

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).
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions, with 1,600 sold at \$39.75 per share and 100 sold at \$39.76 per share. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the
- staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) 1,700 shares were exercised on 5/11/2016 and 2,000 shares were exercised on 5/12/2016.
- (3) An additional condition to vesting is that the reporting person must be a director, officer, employee, consultant or agent of the Company or any of its subsidiaries on the date on which the conditions set forth above are satisfied.
- (4) 27,978 of these options are currently exercisable.
- (5) Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. The restricted stock units vested in common stock on 2/20/16.
- These restricted stock units remain subject to a time-vesting requirement and are scheduled to vest and settle in common stock as follows:

 (6) one-third of these restricted stock units vested on 2/20/2016, one-third of these restricted stock units vest on 2/20/2017 and the remaining one-third of these restricted stock units vest on 2/20/2018, assuming continued employment through the applicable 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.