Kestner Michael T. Form 4 April 06, 2018

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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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

Stock

(Print or Type Responses)

| 1. Name and Ad Kestner Mich | ddress of Reporting P hael T. | Person * 2. Issuer Symbol | Name and Ticker or Trading | 5. Relationship of Issuer | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--------------------------------|---|------------------------------|---------------------------------|----------------------------|---|--|--|--|
| | | | action Services, Inc. [KAF | Che (Che | | | | |
| (Last) | (First) (M | iddle) 3. Date of | Earliest Transaction | | | | | |
| | | (Month/D | ay/Year) | _X_ Director | 10% Owner | | | |
| 13085 HAM | ILTON CROSSII | NG 04/04/20 | 018 | | Officer (give title Other (specify below) | | | |
| BLVD. | | | | below) | below) | | | |
| | (Street) | A If Amer | ndment, Date Original | 6 Individual or | 6. Individual or Joint/Group Filing(Check | | | |
| | (Silect) | | , . | | | | | |
| | | Filed(Mon | th/Day/Year) | Applicable Line) | One Reporting Person | | | |
| CADMEL | NI 46020 | | | | More than One Reporting | | | |
| CARMEL, I | N 46032 | | | Person | | | | |
| (City) | (State) (| Zip) Table | e I - Non-Derivative Securities | Acquired Disposed | of or Reneficially Owned | | | |
| | | | | | · · | | | |
| 1.Title of | 2. Transaction Date | | 3. 4. Securities | 5. Amount of | 6. Ownership 7. Nature of | | | |
| Security | • | | TransactionAcquired (A) or | Securities | Form: Direct Indirect | | | |
| (Instr. 3) | | any | Code Disposed of (D) | Beneficially | (D) or Beneficial | | | |
| | | (Month/Day/Year) | (Instr. 8) (Instr. 3, 4 and 5) | Owned | Indirect (I) Ownership | | | |
| | | | | Following | (Instr. 4) (Instr. 4) | | | |
| | | | (A) | Reported Transaction(s) | | | | |
| | | | or | (Instr. 3 and 4) | | | | |
| | | | Code V Amount (D) Pr | ice (mstr. 5 and 1) | | | | |
| Common | | | | 5,922 | D | | | |
| Stock | | | | ,- | | | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactio Code (Instr. 8) | 5. Number of tiorDerivative Securities) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8 I S |
|---|---|---|---|--|---|-----|---------------------|--------------------|---|----------------------------------|-------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock | <u>(1)</u> | | | | | | (2)(3) | (3) | Common Stock | 10,591 | |
| Phantom Stock | <u>(1)</u> | 04/04/2018 | | A | 72.4349 | | (3) | (3) | Common Stock | 72.4349 | |

Reporting Owners

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

Kestner Michael T. 13085 HAMILTON CROSSING BLVD. X CARMEL, IN 46032

Signatures

Reporting Person

Rebecca C. 04/06/2018 Polak **Signature of 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 phantom stock will convert into shares of KAR common stock on a one-for-one basis.
 - Represents director fees deferred in the reporting person's account in the KAR Auction Services, Inc. Directors Deferred Compensation Plan. 2,594 shares of phantom stock were granted on June 5, 2017 at a price of \$44.34 per share pursuant to the KAR Auction Services,
- (2) Inc. 2009 Omnibus Stock and Incentive Plan and will be settled only for shares of KAR common stock on a one-for-one basis. One-fourth of this grant vests every three months from the date of the grant and such grant is subject to forfeiture until vested. All other shares of phantom stock are vested.
- The reporting person will receive shares of KAR common stock, on a one-for-one basis, at a future date(s) specified by him subject to the terms and conditions of the KAR Auction Services, Inc. Directors Deferred Compensation Plan.
- Reflects the reinvestment of dividend equivalents in additional shares of phantom stock pursuant to the KAR Auction Services, Inc. Directors Deferred Compensation Plan, of which 765.5531 shares are vested and the remaining shares will vest on June 5, 2018.

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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