

GS Capital Partners VI Parallel LP

Form 3

December 10, 2009

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)

1. Name and Address of Reporting Person *

GOLDMAN SACHS GROUP
INC

(Last) (First) (Middle)

85 BROAD ST,Â

(Street)

NEW YORK,Â NYÂ 10004

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
12/10/20093. Issuer Name and Ticker or Trading Symbol
KAR Auction Services, Inc. [KAR]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. 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

27,081,830

I

See footnotes (1) (2) (3)

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)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 85 BROAD ST NEW YORK, NY 10004	Â	Â X	Â	Â
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GS Capital Partners VI Fund, L.P. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GS Capital Partners VI Offshore Fund, L.P. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GS Capital Partners VI Parallel LP 85 BROAD ST NEW YORK, NY 10004	Â	Â X	Â	Â
GS Capital Partners VI GmbH & Co KG 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GSCP VI Advisors, L.L.C. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GSCP VI Offshore Advisors, L.L.C. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GS Advisors VI, L.L.C. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GOLDMAN, SACHS MANAGEMENT GP GMBH MESSETURM 60308 FRANKFURT AM MAIN GERMANY, 2M 00000	Â	Â X	Â	Â

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact

12/10/2009

__Signature of Reporting Person

Date

/s/ Kevin P. Treanor,
Attorney-in-fact 12/10/2009

__Signature of Reporting Person Date

/s/ Kevin P. Treanor,
Attorney-in-fact 12/10/2009

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Attorney-in-fact 12/10/2009

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/s/ Kevin P. Treanor,
Attorney-in-fact 12/10/2009

__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) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GS Capital Partners VI Fund, L.P. ("GS Capital"), GS Capital Partners VI Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners VI Parallel, L.P. ("GS Parallel"), GS Capital Partners VI GmbH & Co. KG ("GS Germany", and together with GS Capital, GS Offshore and GS Parallel, the "Limited Partnerships"), GSCP VI Advisors, L.L.C. ("GSCP Advisors"), GSCP VI Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), GS Advisors VI, L.L.C. ("GS Advisors"), Goldman, Sachs Management GP GmbH ("GS GmbH", and together with GSCP Advisors, GSCP Offshore Advisors, GS Advisors, the Limited Partnerships, Goldman Sachs and GS Group, the "Reporting Persons").

GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 27,081,830 shares of common stock, par value \$0.01 per share (the "Common Stock") of KAR Auction Services, Inc. by reason of the indirect beneficial ownership of such shares by the Limited Partnerships. The Limited Partnerships may be deemed to indirectly beneficially own 27,081,830 shares of Common

(2) Stock by reason of the direct beneficial ownership of such shares by KAR Holdings II, LLC ("KAR LLC"). The common interests of KAR LLC are held by a private investor group, which includes the Limited Partnerships. Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of the Limited Partnerships. Affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner or managing partner of the Limited Partnerships.

(3) GS Capital, and its general partner GSCP Advisors, may be deemed to beneficially own indirectly 12,641,550 shares of Common Stock by reason of the direct beneficial ownership of such shares by KAR LLC. GS Offshore, and its general partner GSCP Offshore Advisors,

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may be deemed to beneficially own indirectly 10,514,790 shares of Common Stock by reason of the direct beneficial ownership of such shares by KAR LLC. GS Parallel, and its general partner GS Advisors, may be deemed to beneficially own indirectly 3,476,210 shares of Common Stock by reason of the direct beneficial ownership of such shares by KAR LLC. GS Germany, and its general partner GS GmbH, may be deemed to beneficially own indirectly 449,280 shares of Common Stock by reason of the direct beneficial ownership of such shares by KAR LLC. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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