

Yadigaroglu Ion
Form 4
August 28, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *

Yadigaroglu Ion

(Last) (First) (Middle)

250 UNIVERSITY AVENUE

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TrueCar, Inc. [TRUE]

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

08/25/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

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

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)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
				Code V Amount (A) or (D) Price			
Common Stock	08/25/2017		S	35,581 D	\$ 16.3457 (1) 9,678	I	By Capricorn AIP-Private Investment Fund I, L.P. (3) (4)
Common Stock	08/25/2017		S	5,590 D	\$ 16.3457 (1) 1,520	I	By HIT Splitter, L.P. (3) (4)
Common Stock	08/28/2017		S	9,678 D	\$ 16.4936 (2) 0	I	By Capricorn AIP-Private Investment Fund I, L.P. (3) (4)
	08/28/2017		S	1,520 D	0	I	

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Common Stock		\$ 16,4936 <u>(2)</u>			By HIT Splitter, L.P. <u>(3)</u> <u>(4)</u>
Common Stock			19,539	D	
Common Stock			5,870	I	By Capricorn Investment Group LLC <u>(3)</u> <u>(4)</u>
Common Stock			678,775	I	By The Skoll Foundation <u>(3)</u> <u>(4)</u>
Common Stock			578,736	I	By The Skoll Fund <u>(3)</u> <u>(4)</u>
Common Stock			205,174	I	By Capricorn S.A. SICAV-SIF Global Non-Marketable Strategies Sub-Fund <u>(3)</u> <u>(4)</u>
Common Stock			26,674	I	By Carthage, L.P. <u>(3)</u> <u>(4)</u>

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yadigaroglu Ion 250 UNIVERSITY AVENUE PALO ALTO, CA 94301			X	

Signatures

/s/ Scott Watkinson, by Power of Attorney 08/28/2017

__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 price in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.26 to \$16.56 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission ("SEC"), upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.

(2) The reported price in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.32 to \$16.62 per share, inclusive.

(3) Capricorn Investment Group LLC ("Capricorn Group") serves as the investment manager for The Skoll Foundation ("Foundation"), The Skoll Fund ("Fund"), and Capricorn S.A. SICAV-SIF-Global Non-Marketable Strategies Sub-Fund ("Capricorn SA"), and is the general partner of Capricorn AIP-Private Investment Fund I, L.P. ("Capricorn AIP"), HIT Splitter, L.P. ("HSLP") and Carthage, L.P. ("Carthage"). Capricorn Group has sole voting and investment control over the shares held by Foundation, Fund, Capricorn SA, Capricorn AIP, HSLP and Carthage, in addition to having sole voting and investment control over the shares it holds directly. Capricorn Group is an SEC-registered investment adviser. Voting and dispositive decisions on behalf of Capricorn Group are made by an investment committee consisting of three individuals, including the Reporting Person, who share voting and investment control with respect to the shares held by Foundation, Fund, Capricorn SA, Capricorn AIP, HSLP and Carthage.

(4) The Reporting Person disclaims beneficial ownership of the securities held by the entities listed in footnote (3) above except to the extent of any pecuniary interest therein and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

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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