

DealerTrack Holdings, Inc.
Form 8-K
May 09, 2006

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

**Date of Report (Date of Earliest Event
Reported): May 8, 2006**

DealerTrack Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware

33-12644

52-2336218

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

1111 Marcus Ave., Suite M04,
Lake Success, NY

11042

(Address of principal executive
offices)

(Zip Code)

Registrant's telephone number, including area code:

516-734-3600

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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TABLE OF CONTENTS

Item 2.02 Results of Operations and Financial Condition.

Item 9.01 Financial Statements and Exhibits

SIGNATURES

Exhibit Index

EX-99.1: PRESS RELEASE

Table of Contents

Item 2.02 Results of Operations and Financial Condition.

Attached hereto as Exhibit 99.1 and incorporated by reference herein is financial information for the registrant for the first quarter of 2006 and forward-looking statements relating to 2006, as presented in a press release of May 8, 2006. The information in this Current Report on Form 8-K is furnished under Item 2.02 Results of Operations and Financial Condition. Such information, including the exhibits attached hereto, shall not be deemed filed for any purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that Section. The information in this Current Report on Form 8-K shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Registrant's Press Release, dated May 8, 2006.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DealerTrack Holdings, Inc.

May 8, 2006

By: /s/ Mark F. O Neil

Name: Mark F. O Neil

*Title: Chairman, President and Chief Executive
Officer*

Table of Contents

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