

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Smith Simon Edward</u>  (Last) (First) (Middle) C/O TRUCAR, INC. 120 BROADWAY, SUITE 200  (Street) SANTA MONICA CA 90401  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/25/2019	3. Issuer Name and Ticker or Trading Symbol <u>TrueCar, Inc. [ TRUE ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Dealer Sales &amp; Services</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. 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	143,309 <sup>(1)</sup>	D	

**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)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Buy)	(2)	02/22/2023	Common Stock	3,206	7.92	D	
Employee Stock Option (Right to Buy)	(2)	05/02/2023	Common Stock	1,069	7.92	D	
Employee Stock Option (Right to Buy)	(2)	10/22/2023	Common Stock	5,342	8.88	D	
Employee Stock Option (Right to Buy)	(2)	02/28/2024	Common Stock	3,549	9.255	D	
Employee Stock Option (Right to Buy)	(3)	05/15/2024	Common Stock	11,480	12.81	D	
Employee Stock Option (Right to Buy)	(4)	03/14/2026	Common Stock	8,021	6.03	D	
Employee Stock Option (Right to Buy)	(5)	08/11/2026	Common Stock	62,670	10.85	D	
Employee Stock Option (Right to Buy)	(6)	06/10/2027	Common Stock	28,368	18.91	D	
Employee Stock Option (Right to Buy)	(7)	06/10/2027	Common Stock	45,696	18.91	D	
Employee Stock Option (Right to Buy)	(8)	05/12/2028	Common Stock	27,927	9.59	D	
Employee Stock Option (Right to Buy)	(9)	03/15/2029	Common Stock	27,216	6.93	D	
Employee Stock Option (Right to Buy) <sup>(10)</sup>	(10)	06/08/2029	Common Stock	165,910	5.45	D	

**Explanation of Responses:**

- The reported securities include 129,692 restricted stock units.
- The shares subject to the option are fully vested and immediately exercisable.
- An option to purchase 12,971 shares was granted on May 15, 2014. This option was subject to performance vesting. Only 88.5% of the target was achieved. As a result, 1,491 of the shares underlying the option were canceled. The remaining 11,480 shares subject to the option are fully vested and immediately exercisable.
- The shares subject to the option vest in 48 equal monthly installments beginning on April 15, 2016. An option to purchase 17,500 shares was granted on March 14, 2016, but has been partially exercised as to 9,479 shares.
- The shares subject to the option vest in 48 equal monthly installments beginning on August 11, 2016.
- The shares subject to the option vest in 48 equal monthly installments beginning on July 15, 2017.

7. Ten percent of the shares subject to the option vested on June 15, 2018 and 20% vested on June 15, 2019; 30% of the shares subject to the option will vest on June 15, 2020 and 40% will vest on June 15, 2021.

8. The shares subject to the option vest in 48 equal monthly installments beginning on May 15, 2018.

9. The shares subject to the option vest in 48 equal monthly installments beginning on April 15, 2019.

10. The shares subject to the option vest in 48 equal monthly installments beginning on July 8, 2019.

/s/ Scott Watkinson, by Power 08/01/2019  
of Attorney

\*\* Signature of Reporting Person      Date

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

\* 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).

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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