

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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>Thomas Charles C.</u> (Last) (First) (Middle) <u>C/O TRUECAR, INC.</u> <u>120 BROADWAY, SUITE 200</u> (Street) <u>SANTA MONICA CA 90401</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/17/2020</u>	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>VP, Controller, PFO, PAO</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 <input type="checkbox"/> 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)
<u>Common Stock</u>	<u>76,850⁽¹⁾</u>	<u>D</u>	

**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			
<u>Employee Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>05/15/2024</u>	<u>Common Stock</u>	<u>3,333</u>	<u>12.81</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>(3)</u>	<u>05/15/2024</u>	<u>Common Stock</u>	<u>728</u>	<u>12.81</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>10/06/2024</u>	<u>Common Stock</u>	<u>2,000</u>	<u>20.85</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>02/03/2025</u>	<u>Common Stock</u>	<u>1,030</u>	<u>19.29</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>08/11/2026</u>	<u>Common Stock</u>	<u>8,340</u>	<u>10.85</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>(4)</u>	<u>06/10/2027</u>	<u>Common Stock</u>	<u>6,048</u>	<u>18.91</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>(5)</u>	<u>06/10/2027</u>	<u>Common Stock</u>	<u>22,500</u>	<u>18.91</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>(6)</u>	<u>09/18/2028</u>	<u>Common Stock</u>	<u>10,639</u>	<u>13.49</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>(7)</u>	<u>03/15/2029</u>	<u>Common Stock</u>	<u>12,096</u>	<u>6.93</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>(8)</u>	<u>03/16/2030</u>	<u>Common Stock</u>	<u>22,727</u>	<u>2.68</u>	<u>D</u>	

Explanation of Responses:

1. The reported securities include 62,908 restricted stock units.
2. Shares subject to the option are fully vested and immediately exercisable.
3. An option to purchase 822 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, 94 of the shares underlying the option were canceled. The remaining 728 shares subject to the option are fully vested and immediately exercisable.
4. Shares subject to the option vest in 48 equal monthly installments beginning on July 15, 2017.
5. Shares subject to the option vest 10% on June 15, 2018, 20% on June 15, 2019, 30% on June 15, 2020 and 40% on June 15, 2021.
6. Shares subject to the option vest in 48 equal monthly installments beginning on September 18, 2018.
7. Shares subject to the option vest in 48 equal monthly installments beginning on April 15, 2019.
8. Shares subject to the option vest in 48 equal monthly installments beginning on March 16, 2020.

Remarks:

Ex. 24 - Power of Attorney

/s/ Scott Watkinson, by
Power of Attorney

11/20/2020

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of TrueCar, Inc. (the "Company"), hereby constitutes and appoints Chip Perry, Jeff Swart, Scott Watkinson and Tyler Rosenbaum, and each of them, as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
2. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
3. do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of April, 2019.

Signature: /s/ Charles C. Thomas

Print Name: Charles C. Thomas