

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

<b>1. Name and Address of Reporting Person*</b> <u>Guthrie Michael</u> <hr/> (Last) (First) (Middle) C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 <hr/> (Street) SANTA MONICA CA 90401 <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 05/15/2014	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>TrueCar, Inc. [ TRUE ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <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)
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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)	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				
Employee Stock Option (right to buy)	(1)	02/14/2022	Common Stock	300,000	11.505	D
Employee Stock Option (right to buy)	(2)	02/22/2023	Common Stock	66,666	7.9199	D
Employee Stock Option (right to buy)	(3)	02/22/2023	Common Stock	11,761	7.9199	D
Employee Stock Option (right to buy)	(4)	05/02/2023	Common Stock	33,333	7.9199	D
Employee Stock Option (right to buy)	(5)	06/26/2023	Common Stock	180,876	7.9199	D
Employee Stock Option (right to buy)	(6)	10/22/2023	Common Stock	116,666	8.8799	D
Employee Stock Option (right to buy)	(7)	02/07/2024	Common Stock	60,000	9.2549	D
Employee Stock Option (right to buy)	(8)	02/28/2024	Common Stock	105,000	9.2549	D
Employee Stock Option (right to buy)	(9)	05/02/2024	Common Stock	233,333	12.8099	D

**Explanation of Responses:**

- The option is subject to an early exercise provision and is immediately exercisable. One sixteenth (1/16th) of the shares subject to option vested on April 3, 2012 and one forty-eighth (1/48th) of the shares vest monthly thereafter.
- The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 22, 2013.
- Shares subject to the option are fully vested and immediately exercisable.
- The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on June 2, 2013.
- The option is subject to an early exercise provision and is immediately exercisable. One-fourth (1/4th) of the shares subject to the option shall vest on June 26, 2014 and one forty-eighth (1/48th) of the shares vest monthly thereafter.
- The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on February 1, 2014.
- The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 7, 2014.
- The option is subject to an early exercise provision and is immediately exercisable. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning on March 22, 2013.
- The option is subject to an early exercise provision and is immediately exercisable. One-fourth (1/4th) of the shares subject to the option shall vest on May 2, 2015 and one forty-eighth (1/48th) of the shares vest monthly thereafter.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Troy Foster, by power of attorney      05/15/2014

\*\* 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 Scott Painter and Troy Foster, and each of them, the undersigned's true and lawful attorney-in-fact to:

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in her 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
2. do all acts necessary in order to file such forms with the U.S. Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-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 ID, 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 9th day of May, 2014.

Signature: /s/ Michael Guthrie  
Name: Michael Guthrie

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