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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TRUECAR, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

04-3807511

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

120 Broadway, Suite 200
Santa Monica, California 90401

(Address of principal executive offices, including zip code)

2014 Equity Incentive Plan
(Full title of the plan)

Michael Darrow
Interim President and Chief Executive Officer
TrueCar, Inc.
120 Broadway, Suite 200
Santa Monica, California 90401
(800) 200-2000

(Name, address and telephone number, including area code, of agent for service)

Copies to:

David J. Segre
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5335

Jeffrey Swart
General Counsel
Scott Watkinson
Deputy General Counsel
TrueCar, Inc.
120 Broadway, Suite 200
Santa Monica, California 90401
(800) 200-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to Be Registered	Amount to Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value per share, reserved for issuance pursuant to the 2014 Equity Incentive Plan (the "2014 Plan")	5,343,291 (2)	\$ 3.660 (3)	\$ 19,556,445.06	\$ 2,538.43

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the registrant's common stock that become issuable under the 2014 Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the registrant's outstanding shares of common stock.
- (2) Represents an automatic annual increase on January 1, 2020 to the number of shares of the Registrant's common stock reserved for issuance under the 2014 Plan, which annual increase is provided for in the 2014 Plan.
- (3) Estimated in accordance with Rules 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$3.66 per share, which represents the average of the high and low sale prices of the Registrant's common stock as reported on the Nasdaq Global Select Market on February 3, 2020.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this "Registration Statement") registers additional shares ("Shares") of common stock, par value \$0.0001 per share, of TrueCar, Inc. (the "Registrant") under the Registrant's 2014 Equity Incentive Plan (the "2014 Plan") for which a registration statement (No. 333-196017) on Form S-8 was filed with the Securities and Exchange Commission (the "Commission") on May 16, 2014 (the "Initial S-8"). Pursuant to General Instruction E to Form S-8, the contents of the Initial S-8 are incorporated by reference into this Registration Statement. The number of Shares available for grant and issuance under the 2014 Plan is subject to an annual increase on the first day of each fiscal year starting on January 1, 2015 by an amount equal to the least of (i) 10,000,000 shares, (ii) five percent of the outstanding Shares on the last day of the immediately preceding fiscal year or (iii) such number of Shares determined by the board of directors of the Registrant. On January 1, 2020, the number of Shares available for grant and issuance under the 2014 Plan increased by 5,343,291 Shares. This Registration Statement registers such additional Shares, which were available for grant and issuance under the 2014 Plan as of January 1, 2020.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1*	Specimen common stock certificate of the Registrant
4.2**	2014 Equity Incentive Plan, as amended, and forms of agreement thereunder
5.1	Opinion of Cooley LLP
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
23.2	Consent of Cooley LLP (contained in Exhibit 5.1 hereto)
24.1	Power of Attorney (contained on the signature page hereto)

* Incorporated herein by reference to Exhibit 4.2 to the Registrant's Amended Registration Statement on Form S-1, filed with the Commission on May 5, 2014.

** Incorporated herein by reference to Exhibit 10.4 to the Registrant's Amended Registration Statement on Form S-1, filed with the Commission on May 15, 2014.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Monica, State of California, on February 7, 2020.

TRUECAR, INC.

By: /s/ Michael Darrow

Michael Darrow

Interim President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael Darrow, Noel Watson and Jeffrey Swart and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 of TrueCar, Inc., and any or all amendments thereto (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises hereby ratifying and confirming all that said attorneys-in-fact and agent, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael Darrow</u> Michael Darrow	Interim President and Chief Executive Officer (Principal Executive Officer and Director)	February 7, 2020
<u>/s/ Noel Watson</u> Noel Watson	Chief Financial Officer and Chief Accounting Officer (Principal Financial Officer and Principal Accounting Officer)	February 7, 2020
<u>/s/ Robert Buce</u> Robert Buce	Director	February 7, 2020
<u>/s/ Christopher Claus</u> Christopher Claus	Director	February 7, 2020
<u>/s/ John Krafcik</u> John Krafcik	Director	February 7, 2020
<u>/s/ Erin Lantz</u> Erin Lantz	Director	February 7, 2020
<u>/s/ Philip McKoy</u> Philip McKoy	Director	February 7, 2020
<u>/s/ John Mendel</u> John Mendel	Director	February 7, 2020
<u>/s/ Wesley Nichols</u> Wesley Nichols	Director	February 7, 2020

Cooley

February 7, 2020

TrueCar, Inc.
120 Broadway, Suite 200
Santa Monica, California 90401

Re: Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to TrueCar, Inc., a Delaware corporation (the “Company”), and you have requested our opinion in connection with the filing of a registration statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission covering the offering of up to 5,343,291 additional shares of the Company’s Common Stock, \$0.0001 par value (the “Shares”), pursuant to the TrueCar, Inc. 2014 Equity Incentive Plan, as amended (the “2014 Plan”).

In connection with this opinion, we have examined and relied upon the Registration Statement and related Prospectus included therein, the Company’s Amended and Restated Certificate of Incorporation and Bylaws, as currently in effect, the 2014 Plan and the originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as we deem necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the 2014 Plan, the Registration Statement and related Prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

COOLEY LLP

By: /s/ Dave Segre

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of TrueCar, Inc. of our report dated March 1, 2019 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in TrueCar, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California
February 7, 2020