

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>Painter Scott</u>  (Last) (First) (Middle) C/O TRUECAR, INC. 120 BROADWAY, SUITE 200  (Street) SANTA MONICA CA 90401  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/15/2014	3. Issuer Name and Ticker or Trading Symbol <u>TrueCar, Inc. [ TRUE ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO &amp; Chairman of the Board</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)
Common Stock	1,409,332	D	
Common Stock	3,147	I	See footnote <sup>(1)</sup>
Common Stock	3,147	I	See footnote <sup>(2)</sup>
Common Stock	3,147	I	See footnote <sup>(3)</sup>
Common Stock	3,147	I	See footnote <sup>(4)</sup>

**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)	(5)	05/01/2017	Common Stock	305,374	1.5299	D	
Employee Stock Option (right to buy)	(5)	08/20/2017	Common Stock	644,444	0.4949	D	
Employee Stock Option (right to buy)	(5)	04/26/2019	Common Stock	416,122	0.8249	D	
Employee Stock Option (right to buy)	(5)	11/19/2019	Common Stock	308,334	0.8249	D	
Employee Stock Option (right to buy)	(5)	07/15/2020	Common Stock	333,333	2.1149	D	
Employee Stock Option (right to buy)	(6)	07/15/2020	Common Stock	618,940	2.1149	D	
Employee Stock Option (right to buy)	(7)	02/17/2021	Common Stock	533,733	2.8349	D	
Employee Stock Option (right to buy)	(8)	06/14/2021	Common Stock	359,962	3.5549	D	
Employee Stock Option (right to buy)	(9)	02/14/2022	Common Stock	563,904	11.5049	D	
Employee Stock Option (right to buy)	(10)	02/22/2023	Common Stock	392,330	7.9199	D	
Employee Stock Option (right to buy)	(11)	05/02/2023	Common Stock	130,776	7.9199	D	
Employee Stock Option (right to buy)	(12)	10/22/2023	Common Stock	561,296	8.8799	D	
Employee Stock Option (right to buy)	(13)	01/28/2024	Common Stock	112,422	8.8949	D	
Employee Stock Option (right to buy)	(14)	02/07/2024	Common Stock	130,080	9.2549	D	
Employee Stock Option (right to buy)	(15)	02/07/2024	Common Stock	315,128	9.2549	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)	(16)	02/28/2024	Common Stock	1,155,000	9.2549	D	
Employee Stock Option (right to buy)	(17)	04/21/2024	Common Stock	444,444	29.9998	D	
Employee Stock Option (right to buy)	(17)	04/21/2024	Common Stock	444,444	44.9997	D	
Employee Stock Option (right to buy)	(17)	04/21/2024	Common Stock	444,444	59.9997	D	
Employee Stock Option (right to buy)	(18)	05/02/2024	Common Stock	676,996	12.8099	D	

**Explanation of Responses:**

- Shares held directly by the Indy Painter Under the California Uniform Transfers to Minors Act for which the Reporting Person serves as custodian.
- Shares held directly by the Luke Painter Under the California Uniform Transfers to Minors Act for which the Reporting Person serves as custodian.
- Shares held directly by the Noah Painter Under the California Uniform Transfers to Minors Act for which the Reporting Person serves as custodian.
- Shares held directly by the Zoe Painter Under the California Uniform Transfers to Minors Act for which the Reporting Person serves as custodian.
- The shares subject to the option are fully vested and immediately exercisable.
- An option to purchase 666,666 shares was granted on July 15, 2010 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. 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 July 1, 2010.
- 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 17, 2011.
- 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 15, 2012.
- 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 14, 2012.
- 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. 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. Shares subject to the option shall vest in forty-eight (48) equal monthly installments beginning 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 February 28, 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 February 1, 2013.
- 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 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 March 28, 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 March 28, 2014.
- The option is subject to an early exercise provision and is immediately exercisable. One-fourth (1/4th) of the shares subject to the option 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 Michael Guthrie 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/ Scott Painter  
Name: Scott Painter

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