

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Yadigaroglu Ion</u>  (Last) (First) (Middle) C/O TRUECAR, INC. 120 BROADWAY, SUITE 200  (Street) SANTA MONICA CA 90401  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TrueCar, Inc. [ TRUE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/16/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/16/2019		A		23,219 <sup>(1)</sup>	A	\$0.00	51,054	D	
Common Stock								5,870	I	By Capricorn Investment Group LLC <sup>(2)(3)</sup>
Common Stock								678,775	I	By The Skoll Foundation <sup>(2)(3)</sup>
Common Stock								578,736	I	By The Skoll Fund <sup>(2)(3)</sup>
Common Stock								205,174	I	By Capricorn S.A. SICAV-SIF-Global Non-Marketable Strategies Sub-Fund <sup>(2)(3)</sup>
Common Stock								26,674	I	By Carthage, L.P. <sup>(2)(3)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. The reported securities are represented by restricted stock units, or RSUs, which vest in full on the earlier of the day immediately prior to the Issuer's 2020 annual meeting of stockholders or May 31, 2020.

2. Capricorn Investment Group LLC ("Capricorn Group") serves as the investment manager for The Skoll Foundation ("the Foundation"), The Skoll Fund ("the Fund") and Capricorn S.A. SICAV-SIF-Global Non-Marketable Strategies Sub-Fund ("Capricorn SA") and is the general partner of Carthage, L.P. ("Carthage"). Capricorn Group has sole voting and investment control over the shares held by the Foundation, the Fund, Capricorn SA and Carthage, in addition to having sole voting and investment control over the shares it holds directly. Capricorn Group is an investment adviser registered with the Securities and Exchange Commission. Voting and dispositive decisions on behalf of Capricorn Group are made by an investment committee consisting of three individuals, including the Reporting Person, who share voting and investment control with respect to the shares held by the Foundation, the Fund, Capricorn SA and Carthage.

3. The Reporting Person disclaims beneficial ownership of the securities held by the entities listed in footnote (2) above except to the extent of any pecuniary interest therein and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

/s/ Scott Watkinson, by Power      05/20/2019  
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 4 (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.**