

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Upfront III Partners, L.P.</u> (Last) (First) (Middle) C/O UPFRONT VENTURES 2121 AVENUE OF THE STARS, SUITE 1630 (Street) LOS ANGELES CA 90067 (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	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	5,138,807	D	
Common Stock	1,501,260	I	By Upfront GP II, L.P.
Common Stock	559,248	I	By Upfront II Investors, L.P.
Common Stock	139,397	I	By Upfront II Partners, L.P.
Common Stock	206,202	I	By Upfront GP III, L.P.
Common Stock	1,945,375	I	By Upfront III, L.P.
Common Stock	63,152	I	By Upfront III Investors, L.P.
Common Stock	31,891	I	By Upfront III Partners, L.P.

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			

1. Name and Address of Reporting Person* <u>Upfront III Partners, L.P.</u> (Last) (First) (Middle) C/O UPFRONT VENTURES 2121 AVENUE OF THE STARS, SUITE 1630 (Street) LOS ANGELES CA 90067 (City) (State) (Zip)		
--	--	--

1. Name and Address of Reporting Person*

[Upfront GP II, L.P.](#)

(Last) (First) (Middle)

C/O UPFRONT VENTURES
2121 AVENUE OF THE STARS, SUITE 1630

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Upfront II Investors, L.P.](#)

(Last) (First) (Middle)

C/O UPFRONT VENTURES
2121 AVENUE OF THE STARS, SUITE 1630

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Upfront II Partners, L.P.](#)

(Last) (First) (Middle)

C/O UPFRONT VENTURES
2121 AVENUE OF THE STARS, SUITE 1630

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Upfront GP III, L.P.](#)

(Last) (First) (Middle)

C/O UPFRONT VENTURES
2121 AVENUE OF THE STARS, SUITE 1630

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Upfront III, L.P.](#)

(Last) (First) (Middle)

C/O UPFRONT VENTURES
2121 AVENUE OF THE STARS, SUITE 1630

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<u>Upfront III Investors, L.P.</u>		
(Last)	(First)	(Middle)
C/O UPFRONT VENTURES		
2121 AVENUE OF THE STARS, SUITE 1630		
(Street)		
LOS ANGELES	CA	90067
(City)		
(State)	(Zip)	

Explanation of Responses:

/s/ Dana Kibler, for GRP Management Services Corp., the General Partner of Upfront II, L.P. 05/15/2014

/s/ Dana Kibler, for GRP Management Services Corp., the General Partner of Upfront GP II, L.P. 05/15/2014

/s/ Dana Kibler, for GRP Management Services Corp., the General Partner of Upfront II Investors, L.P. 05/15/2014

/s/ Dana Kibler, for GRP Management Services Corp., the General Partner of Upfront II Partners, L.P. 05/15/2014

/s/ Dana Kibler, for Upfront Ventures Management, Inc., the General Partner of Upfront GP III, L.P. 05/15/2014

/s/ Dana Kibler, for Upfront Ventures Management, Inc., the General Partner of Upfront III, L.P. 05/15/2014

/s/ Dana Kibler, for Upfront Ventures Management, Inc., the General Partner of Upfront III Investors, L.P. 05/15/2014

/s/ Dana Kibler, for Upfront Ventures Management, Inc., the General Partner of Upfront III Partners, L.P. 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.