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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>Smith Simon Edward</u> <hr/> (Last) (First) (Middle) C/O TRUECAR, INC. 120 BROADWAY, SUITE 200 <hr/> (Street) SANTA MONICA CA 90401 <hr/> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 07/25/2019 | 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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Dealer Sales & Services</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year) 08/01/2019 6. Individual or Joint/Group Filing (Check Applicable Line) <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) |
|---------------------------------|---|--|---|
| Common Stock | 143,309 ⁽¹⁾ | 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) | (2) | 02/22/2023 | Common Stock | 3,206 | 7.92 | D | |
| Employee Stock Option (Right to Buy) | (2) | 05/02/2023 | Common Stock | 1,069 | 7.92 | D | |
| Employee Stock Option (Right to Buy) | (2) | 10/22/2023 | Common Stock | 5,342 | 8.88 | D | |
| Employee Stock Option (Right to Buy) | (2) | 02/28/2024 | Common Stock | 3,549 | 9.255 | D | |
| Employee Stock Option (Right to Buy) | (3) | 05/15/2024 | Common Stock | 11,480 | 12.81 | D | |
| Employee Stock Option (Right to Buy) | (4) | 03/14/2026 | Common Stock | 8,021 | 6.03 | D | |
| Employee Stock Option (Right to Buy) | (5) | 08/11/2026 | Common Stock | 62,670 | 10.85 | D | |
| Employee Stock Option (Right to Buy) | (6) | 06/10/2027 | Common Stock | 28,368 | 18.91 | D | |
| Employee Stock Option (Right to Buy) | (7) | 06/10/2027 | Common Stock | 45,696 | 18.91 | D | |
| Employee Stock Option (Right to Buy) | (8) | 05/12/2028 | Common Stock | 27,927 | 9.59 | D | |
| Employee Stock Option (Right to Buy) | (9) | 03/15/2029 | Common Stock | 27,216 | 6.93 | D | |
| Employee Stock Option (Right to Buy) ⁽¹⁰⁾ | (10) | 06/08/2029 | Common Stock | 165,910 | 5.45 | D | |

Explanation of Responses:

- The reported securities include 129,692 restricted stock units.
- The shares subject to the option are fully vested and immediately exercisable.
- An option to purchase 12,971 shares was granted on May 15, 2014. This option was subject to performance vesting. Only 88.5% of the target was achieved. As a result, 1,491 of the shares underlying the option were canceled. The remaining 11,480 shares subject to the option are fully vested and immediately exercisable.
- The shares subject to the option vest in 48 equal monthly installments beginning on April 15, 2016. An option to purchase 17,500 shares was granted on March 14, 2016, but has been partially exercised as to 9,479 shares.
- The shares subject to the option vest in 48 equal monthly installments beginning on August 11, 2016.
- The shares subject to the option vest in 48 equal monthly installments beginning on July 15, 2017.

7. Ten percent of the shares subject to the option vested on June 15, 2018 and 20% vested on June 15, 2019; 30% of the shares subject to the option will vest on June 15, 2020 and 40% will vest on June 15, 2021.

8. The shares subject to the option vest in 48 equal monthly installments beginning on May 15, 2018.

9. The shares subject to the option vest in 48 equal monthly installments beginning on April 15, 2019.

10. The shares subject to the option vest in 48 equal monthly installments beginning on July 8, 2019.

Remarks:

Ex. 24 - Power of Attorney

/s/ Tyler Rosenbaum, by
Power of Attorney

08/16/2019

** 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 Noel Watson, Jeff Swart, Scott Watkinson and Tyler Rosenbaum, and each of them, as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
2. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his 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
3. do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other person or agency as the attorneys-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 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 7th day of June, 2019.

Signature: /s/ Simon Smith

Print Name: Simon Smith