

TrueCar, Inc.
Form 3
May 15, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|--|--|---|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â UNITED SERVICES AUTOMOBILE ASSOCIATION | | | (Month/Day/Year) 05/15/2014 | TrueCar, Inc. [TRUE] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 9800 FREDERICKSBURG ROAD | | | (Check all applicable) | | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| SAN ANTONIO,Â TXÂ 78288 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | (give title below) | | (specify below) |
| | | | <input checked="" 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 | 15,432,344 | D ⁽¹⁾ | Â |
| Common Stock | 1,633,347 | I | By USAA Property Holdings, Inc. ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 of Derivative Security: 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 | | |
| Warrant to Purchase Common Stock | Â (3) | Â (4) | Common Stock | 1,458,979 \$ (5) | D (1) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| UNITED SERVICES AUTOMOBILE ASSOCIATION 9800 FREDERICKSBURG ROAD SAN ANTONIO, TX 78288 | Â | Â X | Â | Â |
| USAA Property Holdings, Inc. 9800 FREDERICKSBURG ROAD SAN ANTONIO, TX | Â | Â X | Â | Â |
| Leiper Martha 9800 FREDERICKSBURG ROAD SAN ANTONIO, TX 78288 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| /s/ Martha Leiper, Senior Vice President and Chief Investment Officer, on behalf of United Services Automobile Association | 05/15/2014 |
| __Signature of Reporting Person | Date |
| /s/ Shon J. Manasco, Executive Vice President, on behalf of USAA Property Holdings, Inc. | 05/15/2014 |
| __Signature of Reporting Person | Date |
| /s/ Martha Leiper | 05/15/2014 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
- (1) Martha Leiper, acting in her capacity as Senior Vice President and Chief Investment Officer of United Services Automobile Association ("USAA"), has voting and dispositive power over the shares directly held by USAA and USAA Property Holdings, Inc. ("UPHI").
UPHI is a wholly owned subsidiary of USAA and the members of UPHI's board of directors are officers of USAA. Martha Leiper, acting
 - (2) in her capacity as USAA's Senior Vice President and Chief Investment Officer, has voting and dispositive power over the shares directly held by USAA and UPHI.
 - (3) The warrant is only exercisable if and to the extent it is vested. The shares of Common Stock underlying the warrant are subject to a vesting schedule based on the attainment of sales objectives.
 - (4) The warrant expires as of the earliest of (a) 5:00 p.m., Pacific time, on May 1, 2022, (b) the first anniversary of the termination of the Auto Buying Program operated for USAA by the Issuer (the "CBS") and (c) the date on which the Issuer no longer operates the CBS.

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- (5) The exercise price of the first 392,313 shares to vest under the warrant is \$7.95 per share; the exercise price of the remaining 1,066,666 shares to vest under the warrant is \$15.00 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.