

KAR Auction Services, Inc.  
 Form 4  
 May 24, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 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 \*  
**Vignes David**

(Last) (First) (Middle)

**C/O: KAR AUCTION SERVICES, INC., 13085 HAMILTON CROSSING BLVD.**

(Street)

**CARMEL, IN 46032**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**KAR Auction Services, Inc. [KAR]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/20/2016**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**EVP of Enterprise Optimization**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/20/2016		S		5,429.369 (1)	D	
Common Stock						D	
						D	

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

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SEC 1474  
 (9-02)

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**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 Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 16.677					(2) 08/19/2018	Common Stock	10,275
Employee Stock Option (right to buy)	\$ 10					(2) 08/20/2017	Common Stock	19,785
Employee Stock Option (right to buy)	\$ 18.8					(2) 05/05/2021	Common Stock	14,525
Employee Stock Option (right to buy)	\$ 13.46					(2) 03/01/2020	Common Stock	67,170
Restricted Stock Units	(3)					(4) (4)	Common Stock	1,161

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vignes David C/O: KAR AUCTION SERVICES, INC. 13085 HAMILTON CROSSING BLVD.			EVP of Enterprise Optimization	

CARMEL, IN 46032

## Signatures

Rebecca C. Polak as Attorney

05/24/2016

In Fact

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) 429,369 of these shares were purchased in various de minimis transactions (the reinvestment of cash dividends) between December 28, 2012 and April 2, 2015, and were inadvertently omitted from the reporting person's prior Form 4s during such period.

(2) These options are currently exercisable.

(3) Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. The restricted stock units vested in common stock on 2/20/16.

These restricted stock units remain subject to a time-vesting requirement and are scheduled to vest and settle in common stock as follows:

(4) one-third of these restricted stock units vested on 2/20/2016, one-third of these restricted stock units vest on 2/20/2017 and the remaining one-third of these restricted stock units vest on 2/20/2018, assuming continued employment through the applicable vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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