TrueCar, Inc. Form SC 13G February 17, 2015

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

# **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. )\*

# TrueCar, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

89785L 107

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

# Edgar Filing: TrueCar, Inc. - Form SC 13G

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	Name of Reporting Person:		
	Upfront II, L.P. I.R.S. Identification Nos. of Ab	oove Persons (Entities Only	): 95-4780972
2	Check the Appropriate Box if a Member of a Group (See Instructions):		
	(a) (b)	x o	
3	SEC Use Only:		
4	Citizenship or Place of Organiz Delaware	zation:	
	5		Sole Voting Power
Number of			0
Shares Beneficially Owned by	6		Shared Voting Power 5,138,807
Each Reporting Person With	7		Sole Dispositive Power 0
	8		Shared Dispositive Power 5,138,807
9	Aggregate Amount Beneficiall 5,138,807	y Owned by Each Reportin	g Person:
10	Check if the Aggregate Amoun	t in Row (9) Excludes Cert	ain Shares (See Instructions): o
11	Percent of Class Represented b 6.7% (1)	y Amount in Row (9):	
12	Type of Reporting Person (See PN	Instructions):	

<sup>(1)</sup> Based on 77,145,688 shares of the Issuer s Common Stock outstanding as of November 10, 2014, as reported in the Issuer s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, filed with the Securities and Exchange Commission on November 14, 2014.

<sup>2</sup> 

1	Name of Reporting I Upfront II Partners, I.R.S. Identification		ntities Only): 95-4780971	
2	2 Check the Appropriate Box if a Member of a Group (See Instructions):			
	(a)	Х		
	(b)	0		
3	SEC Use Only:			
4	Citizenship or Place Delaware	of Organization:		
	5		Sole Voting Power 0	
Number of				
Shares Beneficially Owned by	6		Shared Voting Power 139,397	
Each Reporting Person With	7		Sole Dispositive Power 0	
reison with	8		Shared Dispositive Power 139,397	
9	Aggregate Amount Beneficially Owned by Each Reporting Person: 139,397			
10	Check if the Aggreg	ate Amount in Row (9) Ex	acludes Certain Shares (See Instructions):	0
11	Percent of Class Rep 0.2%(1)	presented by Amount in Ro	ow (9):	
12	Type of Reporting P PN	Person (See Instructions):		

<sup>(1)</sup> Based on 77,145,688 shares of the Issuer s Common Stock outstanding as of November 10, 2014, as reported in the Issuer s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, filed with the Securities and Exchange Commission on November 14, 2014.

<sup>3</sup> 

1	Name of Reporting Person: Upfront GP II, L.P. I.R.S. Identification Nos. of Al	bove Persons (Entities Only	r): 95-4780969
2	Check the Appropriate Box if a Member of a Group (See Instructions):		
	(a) (b)	х о	
3	SEC Use Only:		
4	Citizenship or Place of Organiz Delaware	zation:	
	5		Sole Voting Power 0
Number of Shares Beneficially Owned by	6		Shared Voting Power 1,501,260
Each Reporting Person With	7		Sole Dispositive Power 0
	8		Shared Dispositive Power 1,501,260
9	Aggregate Amount Beneficiall 1,501,260	y Owned by Each Reportin	g Person:
10	Check if the Aggregate Amour	nt in Row (9) Excludes Cert	ain Shares (See Instructions): o
11	Percent of Class Represented b 1.9%(1)	by Amount in Row (9):	
12	Type of Reporting Person (See PN	Instructions):	

<sup>(1)</sup> Based on 77,145,688 shares of the Issuer s Common Stock outstanding as of November 10, 2014, as reported in the Issuer s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, filed with the Securities and Exchange Commission on November 14, 2014.

<sup>4</sup> 

Name of Reporting Person:		
Upfront II Investors, L.P. I.R.S. Identification Nos. of Ab	ove Persons (Entities Only	): 13-4157043
2 Check the Appropriate Box if a Member of a Group (See Instructions):		
(a)	Х	
(b)	0	
SEC Use Only:		
Citizenship or Place of Organiz Delaware	ation:	
5		Sole Voting Power 0
6		Shared Voting Power 559,248
		557,240
7		Sole Dispositive Power
		0
8		Shared Dispositive Power 559,248
Aggregate Amount Beneficially Owned by Each Reporting Person: 559,248		
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): o		
Percent of Class Represented by Amount in Row (9): 0.7%(1)		
Type of Reporting Person (See PN	Instructions):	
	Upfront II Investors, L.P. I.R.S. Identification Nos. of Ab Check the Appropriate Box if a (a) (b) SEC Use Only: Citizenship or Place of Organiz Delaware 5 6 7 8 Aggregate Amount Beneficially 559,248 Check if the Aggregate Amoun Percent of Class Represented b 0.7%(1) Type of Reporting Person (See	Upfront II Investors, L.P. I.R.S. Identification Nos. of Above Persons (Entities Only: Check the Appropriate Box if a Member of a Group (See I (a) x (b) o SEC Use Only: Citizenship or Place of Organization: Delaware 5 6 7 8 Aggregate Amount Beneficially Owned by Each Reporting 559,248 Check if the Aggregate Amount in Row (9) Excludes Cert Percent of Class Represented by Amount in Row (9): 0.7%(1) Type of Reporting Person (See Instructions):

<sup>(1)</sup> Based on 77,145,688 shares of the Issuer s Common Stock outstanding as of November 10, 2014, as reported in the Issuer s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, filed with the Securities and Exchange Commission on November 14, 2014.

<sup>5</sup> 

1	Name of Reporting Person: GRP Management Services Corp. I.R.S. Identification Nos. of Above Persons (Entities Only): 95-4780590		
2	Check the Appropria (a) (b)	ate Box if a Member of a Gro x o	oup (See Instructions):
3	SEC Use Only:		
4	Citizenship or Place Delaware	of Organization:	
	5		Sole Voting Power 0
Number of Shares Beneficially Owned by	6		Shared Voting Power 7,338,712
Each Reporting Person With	7		Sole Dispositive Power 0
	8		Shared Dispositive Power 7,338,712
9	Aggregate Amount Beneficially Owned by Each Reporting Person: 7,338,712		
10	Check if the Aggreg	gate Amount in Row (9) Excl	udes Certain Shares (See Instructions): o
11	Percent of Class Rep 9.5%(1)	presented by Amount in Row	(9):
12	Type of Reporting F CO	Person (See Instructions):	

<sup>(1)</sup> Based on 77,145,688 shares of the Issuer s Common Stock outstanding as of November 10, 2014, as reported in the Issuer s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, filed with the Securities and Exchange Commission on November 14, 2014.

<sup>6</sup> 

1	Name of Reporting Person: Upfront III, L.P. I.R.S. Identification Nos. of Al	bove Persons (Entities Only	e): 26-1089211
2	Check the Appropriate Box if a Member of a Group (See Instructions): (a) x		
	(b)	0	
3	SEC Use Only:		
4	Citizenship or Place of Organiz Delaware	zation:	
	5		Sole Voting Power 0
Number of Shares Beneficially Owned by	6		Shared Voting Power 1,945,375
Each Reporting Person With	7		Sole Dispositive Power 0
	8		Shared Dispositive Power 1,945,375
9	Aggregate Amount Beneficiall 1,945,375	y Owned by Each Reportin	g Person:
10	Check if the Aggregate Amour	nt in Row (9) Excludes Cert	ain Shares (See Instructions): o
11	Percent of Class Represented b 2.5%(1)	by Amount in Row (9):	
12	Type of Reporting Person (See PN	Instructions):	

<sup>(1)</sup> Based on 77,145,688 shares of the Issuer s Common Stock outstanding as of November 10, 2014, as reported in the Issuer s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, filed with the Securities and Exchange Commission on November 14, 2014.

<sup>7</sup> 

1	Name of Reporting P Upfront GP III, L.P. I.R.S. Identification I		Intities Only): 26-1089171
2	Check the Appropriate Box if a Member of a Group (See Instructions):		
	(a) (b)	X O	
3	SEC Use Only:		
4	Citizenship or Place of Delaware	of Organization:	
	5		Sole Voting Power 0
Number of			
Shares Beneficially Owned by	6		Shared Voting Power 206,202
Each Reporting Person With	7		Sole Dispositive Power 0
	8		Shared Dispositive Power 206,202
9	Aggregate Amount Beneficially Owned by Each Reporting Person: 206,202		
10	Check if the Aggrega	ate Amount in Row (9) E	ccludes Certain Shares (See Instructions): o
11	Percent of Class Rep 0.3%(1)	resented by Amount in R	ow (9):
12	Type of Reporting Pe PN	erson (See Instructions):	

<sup>(1)</sup> Based on 77,145,688 shares of the Issuer s Common Stock outstanding as of November 10, 2014, as reported in the Issuer s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, filed with the Securities and Exchange Commission on November 14, 2014.

<sup>8</sup> 

1	Name of Reporting Person: Upfront III Partners, L.P. I.R.S. Identification Nos. of Above Persons (Entities Onl	ly): 26-1407149
2	Check the Appropriate Box if a Member of a Group (See (a) x (b) o	Instructions):
3	SEC Use Only:	
4	Citizenship or Place of Organization: Delaware	