

DealerTrack Holdings, Inc.
Form SC 13G/A
February 14, 2007

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

**Information to be Included in Statements Filed
Pursuant to Rule 13d-1(b), (c) and (d) and Amendments thereto
Filed Pursuant to Rule 13d-2(b)
(Amendment No.1)***

Dealertrack Holdings, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

242309102
(CUSIP Number)

December 31, 2006
(Date of Event Which Requires Filing of this Statement)

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

- Rule 13d-1(b)
- Rule 13d-1(c)
- 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 the disclosures provided in a prior cover page.

The information required in 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).

SCHEDULE 13G

Issuer: Dealertrack Holdings, Inc.

CUSIP No.: 242309102

Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only):

1 J.P. Morgan Partners (23A SBIC), L.P.
13-3986302

Check the Appropriate Box if a Member of a Group (See Instructions):

2 (a)
(b)

SEC use only:

3

Citizenship or Place of Organization:

4

Delaware

Sole Voting Power:

5

Number of 1,464,382 shares of Common Stock held in a voting trust, the trustee of which has the voting power over such shares

Shares Beneficially Owned by **6** Shared Voting Power:

Each Reporting Person **7** Sole Dispositive Power:

1,464,382 shares of Common Stock held in a voting trust, the trustee of which has the voting power over such shares

With: **8** Shared Dispositive Power:

Aggregate Amount Beneficially Owned by Each Reporting Person:

9

1,464,382 shares of Common Stock held in a voting trust, the trustee of which has the voting power over such shares

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):

10

Percent of Class Represented by Amount in Row (9):

11

3.74%

Type of Reporting Person (See Instructions):

12

PN

SCHEDULE 13G

Issuer: Dealertrack Holdings, Inc.

CUSIP No.: 242309102

Item 1.

(a) **Name of Issuer:**

Dealertrack Holdings, Inc.

Address of Issuer's Principal Executive Offices:

1111 Marcus Avenue, Suite M04
Lake Success, NY 11042

Item 2.

(a) **Name of Person Filing:**

J.P. Morgan Partners (23A SBIC), L.P. ("JPMP 23A SBIC")

Supplemental information relating to the ownership and control of the person filing this statement is included in Exhibit 2(a) attached hereto.

(b) **Address of Principal Business Office or, if none, Residence:**

270 Park Avenue
New York, New York 10017

(c) **Citizenship:**

Delaware

(d) **Title of Class of Securities (of Issuer):**

Common Stock

(e) **CUSIP Number:**

242309102

Item 3. If this statement is filed pursuant to § 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4.

Ownership

(a) **Amount Beneficially Owned:**

JPMP 23A SBIC: 1,464,382

(b)

Percent of Class:

JPMP 23A SBIC: 3.74% (as of December 31, 2005)

(c)

Number of shares as to which such person has:

(i)

JPMP 23A SBIC: 1,464,382

SCHEDULE 13G

Issuer: Dealertrack Holdings, Inc.

CUSIP No.: 242309102

(ii) Not applicable

(iii) JPMP 23A SBIC: 1,464,382

(iv) Not applicable

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereto the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following x.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

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CUSIP No.: 242309102

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2007

J.P. MORGAN PARTNERS (23A SBIC), L.P.

By: J.P. Morgan Partners (23A SBIC Manager),
Inc.,
Its General Partner

By: /c/ John C. Wilmot
Name: John C. Wilmot
Title: Managing Director

SCHEDULE 13G

Issuer: Dealertrack Holdings, Inc.

CUSIP No.: 242309102

EXHIBIT 2(a)

This statement is being filed by J.P. Morgan Partners (23A SBIC), L.P., a Delaware limited partnership (hereinafter referred to as "JPMP (SBIC)"), whose principal business office is located at 270 Park Avenue, New York, New York 10017. JPMP (SBIC) is engaged in the venture capital and leveraged buyout business. The general partner of JPMP (SBIC) is J.P. Morgan Partners (23A SBIC Manager), Inc., a Delaware corporation (hereinafter referred to as "JPMP Manager"), whose principal business office is located at the same address as JPMP (SBIC), and is also indirectly (through JPMP SBIC) engaged in the venture capital and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer of JPMP Manager. As general partner of JPMP (SBIC), JPMP Manager may be deemed to beneficially own the shares held by JPMP (SBIC).

JPMP Manager is a wholly owned subsidiary of JPMorgan Chase Bank, National Association, a National Banking Association (hereinafter referred to as "JPM Chase Bank") which is engaged in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule B hereto and incorporated herein by reference are the names business addresses, principal occupations and employments of each of each executive officer and director of JPM Chase Bank. JPM Chase Bank is a wholly owned subsidiary of JPMorgan Chase & Co., a Delaware corporation (hereinafter referred to as "JP Morgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule C hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMorgan Chase.

SCHEDULE 13G

Issuer: Dealertrack Holdings, Inc.

CUSIP No.: 242309102

SCHEDULE A

J.P. Morgan Partners (23A SBIC Manager), Inc.
Executive Officers¹

| | |
|--|--------------------------|
| Chief Investment Officer | Ina R. Drew* |
| Managing Director | Joseph S. Bonocore* |
| Managing Director | Ana Capella Gomez-Acebo* |
| Managing Director | John C. Wilmot* |
| Managing Director and Assistant Secretary | Richard Madsen* |
| Vice President | William T. Williams Jr* |
| Vice President and Assistant General Counsel | Judah Shechter* |
| Vice President and Assistant General Counsel | Elizabeth De Guzman* |

Directors¹

Ina R. Drew*
John C. Wilmot

1 Each of whom is a United States citizen.

*Principal occupation is employee and/or officer of JPMorgan Chase & Co., Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York, New York 10017.

SCHEDULE 13G

Issuer: Dealertrack Holdings, Inc.

CUSIP No.: 242309102

SCHEDULE B

J.P. MORGAN CHASE BANK, NATIONAL ASSOCIATION
EXECUTIVE OFFICERS¹

| | |
|---|-----------------------|
| President and Chief Executive Officer | James Dimon* |
| Chief Administrative Officer | Frank Bisignano * |
| Co-Chief Executive Officer, Investment Bank | Steven D. Black* |
| Chief Financial Officer | Michael J. Cavanagh* |
| Director of Human Resources | John F. Bradley* |
| Chief Investment Officer | Ina R. Drew * |
| Head, Commercial Banking | Samuel Todd Maclin* |
| Head, Strategy and Business Development | Jay Mandelbaum* |
| Chief Executive Officer, Treasury & Securities Services | Heidi Miller* |
| Head, Retail Financial Services | Charles W. Scharf* |
| Chief Executive Officer, Card Services | Richard J. Srednicki* |
| Global Head, Asset & Wealth Management | James E. Staley* |
| Co-Chief Executive Officer, Investment Bank | William T. Winters* |
| General Counsel | Stephen M. Cutler* |

¹ Principal occupation is employee or officer of JPMorgan Chase & Co., Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York, New York 10017.

SCHEDULE 13G

Issuer: Dealertrack Holdings, Inc.

CUSIP No.: 242309102

Directors²

| Name | Principal Occupation or Employment; Business or Residence Address |
|----------------------|--|
| Steven D. Black. | Co-Chief Executive Officer, Investment Bank JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Frank J. Bisignano | Chief Administrative Officer JPMorgan Chase & Co. 270 Park Avenue New York, NY 10017 |
| James Dimon | President and Chief Executive Officer JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Michael J. Cavanaugh | Chief Financial Officer JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Charles W. Scharf | Global Head of Retail Financial Services JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| James E. Staley | Global Head, Asset & Wealth Management JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |

2

Each of whom is a United States citizen.

SCHEDULE 13G

Issuer: Dealertrack Holdings, Inc.

CUSIP No.: 242309102

SCHEDULE C

JPMORGAN CHASE & CO.

Executive Officers¹

| | |
|---|-----------------------|
| President and Chief Executive Officer | James Dimon* |
| Chief Administrative Officer | Frank Bisignano * |
| Co-Chief Executive Officer, Investment Bank | Steven D. Black* |
| Chief Financial Officer | Michael J. Cavanagh* |
| Director of Human Resources | John F. Bradley* |
| Chief Investment Officer | Ina R. Drew * |
| Head, Commercial Banking | Samuel Todd Maclin* |
| Head, Strategy and Business Development | Jay Mandelbaum* |
| Chief Executive Officer, Treasury & Securities Services | Heidi Miller* |
| Head, Retail Financial Services | Charles W. Scharf* |
| Chief Executive Officer, Card Services | Richard J. Srednicki* |
| Global Head, Asset & Wealth Management | James E. Staley* |
| Co-Chief Executive Officer, Investment Bank | William T. Winters* |
| General Counsel | Stephen M. Cutler* |

3 Each of whom is a United States citizen.

*Principal occupation is employee or officer of JPMorgan Chase & Co., Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York, New York 10017.

SCHEDULE 13G**Issuer:** Dealertrack Holdings, Inc.**CUSIP No.:** 242309102**Directors**⁴

| Name | Principal Occupation or Employment; Business or Residence Address |
|-----------------------|---|
| John H. Biggs | Former Chairman and CEO TIAA - CREF c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Crandall C. Bowles | Chairman and Chief Executive Officer Spring Global US, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Stephen B. Burke | President Comcast Cable Communications, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| James S. Crown | President Henry Crown and Company c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| James Dimon | Chief Executive Officer JPMorgan Chase & Co. 270 Park Avenue, 8 th Floor New York, New York 10017-2070 |
| Ellen V. Futter | President and Trustee American Museum of Natural History c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| William H. Gray, III | Retired President and Chief Executive Officer The College Fund/UNCF c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Laban P. Jackson, Jr. | Chairman and Chief Executive Officer Clear Creek Properties, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |

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Each of whom is a United States citizen.

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SCHEDULE 13G**Issuer:** Dealertrack Holdings, Inc.**CUSIP No.:** 242309102

| Name | Principal Occupation or Employment; Business or Residence Address |
|----------------------|---|
| Lee R. Raymond | Chairman of the Board and Chief Executive Officer Exxon Mobil Corporation c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| John W. Kessler | Owner John W. Kessler Company c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Robert I. Lipp | Chairman The St. Paul Travelers Companies Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Richard A. Monoogian | Chairman and Chief Executive Officer Masco Corporation c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| David C. Novak | Chairman and Chief Executive Officer Yum! Brands, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| William C. Weldon | Chairman and Chief Executive Officer Johnson & Johnson c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |