

DealerTrack Holdings, Inc.  
Form 8-K  
March 04, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): February 25, 2009  
DEALERTRACK HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)**

Delaware 000-51653 52-2336218

(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

1111 Marcus Ave., Suite M04, Lake Success, NY 11042

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 516-734-3600

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry Into A Material Definitive Agreement.**

As previously reported in the Current Report on Form 8-K filed on January 9, 2009, Robert Cox, Senior Vice President and Chief Financial Officer left DealerTrack Holdings, Inc. (the Company ) in connection with a workforce reduction. Mr. Cox's last day with the Company was March 2, 2009.

On February 25, 2009, the Company entered into a Severance Agreement and General Release (the Agreement ) with Mr. Cox, setting forth the terms of his departure from the Company. Pursuant to the terms of the Agreement, Mr. Cox will receive, among other things, a single lump sum severance payment of \$447,752, less applicable tax withholding and the acceleration of certain equity awards. A copy of the Agreement is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

**Exhibit**

<b>No.</b>	<b>Description</b>
10.1	Severance Agreement and General Release, dated February 25, 2009, by and between the Company and Robert Cox.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 3, 2009

DealerTrack Holdings, Inc.

By: /s/ Mark F. O Neil  
Mark F. O Neil  
Chief Executive Officer

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