

TrueCar, Inc.  
Form S-8  
January 31, 2019

As filed with the Securities and Exchange Commission on January 31, 2019  
Registration No. 333-

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

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

TRUECAR, INC.  
(Exact name of registrant as specified in its charter)

Delaware 04-3807511  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

120 Broadway, Suite 200  
Santa Monica, California 90401  
(Address of principal executive offices, including zip code)

2014 Equity Incentive Plan  
(Full title of the plan)

Chip Perry  
President and Chief Executive Officer  
TrueCar, Inc.  
120 Broadway, Suite 200  
Santa Monica, California 90401  
(800) 200-2000  
(Name, address and telephone number, including area code, of agent for service)

Copies to:  
David J. Segre Jeffrey Swart  
Cooley LLP General Counsel  
3175 Hanover Street Scott Watkinson  
Palo Alto, California 94304 Deputy General Counsel  
(650) 843-5335 TrueCar, Inc.  
120 Broadway, Suite 200

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Santa Monica, California 90401  
(800) 200-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## CALCULATION OF REGISTRATION FEE

Title of Securities to Be Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value per share, reserved for issuance pursuant to the 2014 Equity Incentive Plan (the "2014 Plan")	5,216,875	(2)\$ 9.235(3)\$	48,177,840.63	5,839.15

- Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the registrant's common stock that become issuable under the
- (1) 2014 Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the registrant's outstanding shares of common stock.
  - (2) Represents an automatic annual increase on January 1, 2019 to the number of shares of the registrant's common stock reserved for issuance under the 2014 Plan, which annual increase is provided for in the 2014 Plan.
  - (3) Estimated in accordance with Rules 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$9.235 per share, which represents the average of the high and low sale prices of the registrant's common stock as reported on the Nasdaq Global Select Market on January 30, 2019.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 (this "Registration Statement") registers additional shares ("Shares") of common stock, par value \$0.0001 per share, of TrueCar, Inc. (the "Registrant") under the Registrant's 2014 Equity Incentive Plan (the "2014 Plan") for which a registration statement (No. 333-196017) on Form S-8 was filed with the Securities and Exchange Commission (the "Commission") on May 16, 2014 (the "Initial S-8"). Pursuant to General Instruction E to Form S-8, the contents of the Initial S-8 are incorporated by reference into this Registration Statement. The number of Shares available for grant and issuance under the 2014 Plan is subject to an annual increase on the first day of each fiscal year starting on January 1, 2015 by an amount equal to the least of (i) 10,000,000 shares, (ii) five percent of the outstanding Shares on the last day of the immediately preceding fiscal year or (iii) such number of Shares determined by the board of directors of the Registrant. On January 1, 2019, the number of Shares available for grant and issuance under the 2014 Plan increased by 5,216,875 Shares. This Registration Statement registers such additional Shares, which were available for grant and issuance under the 2014 Plan as of January 1, 2019.

## Item 8. Exhibits.

Exhibit Number	Description
<u>4.1*</u>	<u>Specimen common stock certificate of the Registrant</u>
<u>4.2**</u>	<u>2014 Equity Incentive Plan, as amended, and forms of agreement thereunder</u>
<u>5.1</u>	<u>Opinion of Cooley LLP</u>
<u>23.1</u>	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm</u>
<u>23.2</u>	<u>Consent of Cooley LLP (contained in Exhibit 5.1 hereto)</u>
<u>24.1</u>	<u>Power of Attorney (contained on the signature page hereto)</u>

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\* Incorporated herein by reference to Exhibit 4.2 to the Registrant's Amended Registration Statement on Form S-1 filed with the Commission on May 5, 2014.

\*\* Incorporated herein by reference to Exhibit 10.4 to the Registrant's Amended Registration Statement on Form S-1 filed with the Commission on May 15, 2014.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Monica, State of California, on January 31, 2019.

TRUECAR, INC.

By: /s/ Chip Perry  
 Chip Perry  
 President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Chip Perry, John Pierantoni and Jeffrey Swart and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 of TrueCar, Inc., and any or all amendments thereto (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises hereby ratifying and confirming all that said attorneys-in-fact and agent, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Chip Perry Chip Perry	President, Chief Executive Officer and Director (Principal Executive Officer and Director)	January 31, 2019
/s/ John Pierantoni John Pierantoni	Interim Chief Financial Officer and Chief Accounting Officer (Principal Financial Officer and Principal Accounting Officer)	January 31, 2019
/s/ Robert Buce Robert Buce	Director	January 31, 2019
/s/ Christopher Claus Christopher Claus	Director	January 31, 2019
/s/ John Krafcik John Krafcik	Director	January 31, 2019
/s/ Erin Lantz Erin Lantz	Director	January 31, 2019
/s/ Philip McKoy Philip McKoy	Director	January 31, 2019

/s/ John Mendel      Director  
John Mendel

January 31, 2019