

DealerTrack Holdings, Inc.  
Form 4  
December 20, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
JP MORGAN PARTNERS 23A  
SBIC LP  
  
(Last) (First) (Middle)  
  
C/O J.P. MORGAN PARTNERS,  
LLC, 1221 AVENUE OF THE  
AMERICAS 39TH FLOOR

2. Issuer Name and Ticker or Trading Symbol  
DealerTrack Holdings, Inc. [TRAK]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/16/2005

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_X\_ 10% Owner  
\_\_\_\_ Other (specify below)

(Street)  
  
NEW YORK, NY 10020

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

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

(City) (State) (Zip)

**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 12/16/2005                           |  | C                              |   | 3,264,200   | A  | 11  |
| Common Stock                    | 12/16/2005                           |  | C                              |   | 2,040,125   | A  | 11  |
| Common Stock                    | 12/16/2005                           |  | C                              |   | 979,919   | A  | 11  |
| Common Stock                    | 12/16/2005                           |  | C                              |   | 938,669   | A  | 11  |
| Common Stock                    | 12/16/2005                           |  | S                              |   | 1,610,092   | D  | \$ 15.81  |

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

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(9-02)

**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) |              |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number Shares |
| Convertible Series A Preferred Stock       | \$ 1.6321  | 12/16/2005                           |  | C                              | 2,000,000   | (1) (1)  | (1) (1)   | Common Stock | 3,264,               |
| Convertible Series B Preferred Stock       | \$ 1.6321  | 12/16/2005                           |  | C                              | 1,250,000   | (1) (1)  | (1) (1)   | Common Stock | 2,040,               |
| Convertible Series B-1 Preferred Stock     | \$ 1.5688  | 12/16/2005                           |  | C                              | 624,630   | (1) (1)  | (1) (1)   | Common Stock | 979,9                |
| Convertible Series C Preferred Stock       | \$ 1.1706  | 12/16/2005                           |  | C                              | 801,870   | (1) (1)  | (1) (1)   | Common Stock | 938,6                |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| JP MORGAN PARTNERS 23A SBIC LP<br>C/O J.P. MORGAN PARTNERS, LLC<br>1221 AVENUE OF THE AMERICAS 39TH FLOOR<br>NEW YORK, NY 10020 |               |           | X       |       |
| J P MORGAN PARTNERS 23A SBIC MANAGER INC<br>C/O JPMORGAN PARTNERS<br>1221 AVENUE OF THE AMERICAS 40TH FL.<br>NEW YORK, NY 10021 |               |           | X       |       |

## Signatures

J.P. Morgan Partners (23A SBIC), L.P. J.P. Morgan Partners (23A SBIC) Manager, Inc., Its  
General Manager By: /s/ Jeffrey C. Walker, President

12/20/2005

\_\_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) Upon the close of the initial public offering of the Issuer, on December 16, 2005, these shares of Convertible Series A, B, B-1 and C Preferred Stock were automatically converted into Common Stock at the conversion rates listed in Table II above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.