

Edgar Filing: DealerTrack Holdings, Inc. - Form SC 13G

DealerTrack Holdings, Inc.
Form SC 13G
February 14, 2006

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)

Dealertrack Holdings, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

242309102

(CUSIP Number)

December 31, 2005

(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).

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Issuer: Dealertrack Holdings, Inc.

CUSIP No.: 242309102

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

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

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization Delaware

Number of Shares
Beneficially Owned
by Each Reporting
Person With:

5. Sole Voting Power 5,612,821 shares of Common
Stock held in a voting
trust, the trustee of which
has the voting power over
such shares except
1,763,965 (4.99% of the
35.350MM shares
outstanding) shares that
are voted by the reporting
person

6. Shared Voting Power

7. Sole Dispositive
Power 5,612,821 shares of Common
Stock held in a voting
trust, the trustee of which
has the voting power over
such shares except
1,763,965 (4.99% of the
35.350MM shares
outstanding) shares that
are voted by the reporting
person

8. Shared Dispositive
Power

9. Aggregate Amount Beneficially Owned by
Each Reporting Person 5,612,821 shares of Common
Stock held in a voting
trust, the trustee of which
has the voting power over
such shares except
1,763,965 (4.99% of the
35.350MM shares
outstanding) shares that
are voted by the reporting
person

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

11. Percent of Class Represented by Amount in Row (9) 16.6%

12. Type of Reporting Person (See Instructions) PN

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Issuer: Dealertrack Holdings, Inc.

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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:

1221 Avenue of the Americas
New York, New York 10020

(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 ss. 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:

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JPMP 23A SBIC: 5,612,821

(b) Percent of Class:

JPMP 23A SBIC: 16.6% (as of December 31, 2005)

(c) Number of shares as to which such person has:

(i) JPMP 23A SBIC: 5,612,821

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(ii) Not applicable

(iii) JPMP 23A SBIC: 5,612,821

(iv) Not applicable

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

Not applicable.

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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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I

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certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2006

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

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

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

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Issuer: Dealertrack Holdings, Inc.

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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 1221 Avenue of the Americas, New York, New York 10020. 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 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.

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SCHEDULE A

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

Executive Officers(1)

| | |
|--------------------------|--------------------------|
| President | Jeffrey C. Walker* |
| Chief Investment Officer | Arnold L. Chavkin* |
| Managing Director | Srinivas Akkaraju* |
| Managing Director | Christopher Albinson* |
| Managing Director | Dr. Dana Beth Ardi* |
| Managing Director | Christopher C. Behrens* |
| Managing Director | John Breckenridge* |
| Managing Director | Julie Casella-Esposito* |
| Managing Director | Rodney A. Ferguson* |
| Managing Director | Michael R. Hannon* |
| Managing Director | Matthew Lori* |
| Managing Director | Jonathan R. Lynch* |
| Managing Director | Stephen McKenna* |
| Managing Director | Sunil Mishra* |
| Managing Director | Stephen P. Murray* |
| Managing Director | Kevin O'Brien* |
| Managing Director | Timothy Purcell* |
| Managing Director | John Reardon* |
| Managing Director | Faith Rosenfeld* |
| Managing Director | Shahan D. Soghikian* |
| Managing Director | William Stuek* |
| Managing Director | Lauren Tyler* |
| Managing Director | Timothy J. Walsh* |
| Managing Director | Richard D. Waters, Jr. * |
| Managing Director | Damion E. Wicker, M.D.* |

Directors(1)

Jeffrey C. Walker*

(1) Each of whom is a United States citizen

* Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

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SCHEDULE B

J.P. MORGAN CHASE BANK, NATIONAL ASSOCIATION

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EXECUTIVE OFFICERS(1)

| | |
|--|--------------------------|
| Chairman of the Board | William B. Harrison Jr.* |
| President and Chief Executive Officer | James Dimon* |
| Chief Information Officer | Austin A. Adams* |
| Co-CEO, Investment Bank | Steven D. Black* |
| Chief Executive Officer and Executive Vice President, Card Services | Richard J. Srednicki* |
| Chief Financial Officer | Michael J. Cavanagh* |
| Chief Administrative Officer | Frank Bisignano * |
| Director of Human Resources | John F. Bradley* |
| Co-General Counsel | Joan Guggenheimer* |
| Chief Investment Officer | Ina R. Drew * |
| Head, Commercial Banking | Samuel Todd Maclin* |
| Head, Strategy | Jay Mandelbaum* |
| Co-General Counsel | William H. McDavid* |
| Treasury & Securities Services | Heidi Miller* |
| Head, Retail Financial Services | Charles W. Scharf* |
| Head, Asset & Wealth Management | James E. Staley* |
| Chief Risk Officer | Don M. Wilson III* |
| MD & Co-CEO, Investment Bank | William T. Winters* |

(1) 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.

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Directors(1)

| Name | Principal Occupation or Employment; Business or Residence Address |
|--------------------------|--|
| William B. Harrison, Jr. | Chairman and Chief Executive Office JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| James Dimon | President and Chief Operating Officer JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| David A. Coulter | Chairman, West Coast Region JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Michael J. Cavanaugh | Chief Financial Officer |

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JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Charles W. Scharf

Head of Retail Financial Services
JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Don M. Wilson III

Chief Risk Officer
JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

(1) Each of whom is a United States citizen.

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SCHEDULE C

JPMORGAN CHASE & CO.

EXECUTIVE OFFICERS(1)

Chairman of the Board
President and Chief Executive Officer
Chief Information Officer
Co-CEO, Investment Bank
Chief Executive Officer and
Executive Vice President, Card Services
Chief Financial Officer
Chief Administrative Officer
Director of Human Resources
Co-General Counsel
Chief Investment Officer
Head, Commercial Banking
Head, Strategy
Co-General Counsel
Treasury & Securities Services
Head, Retail Financial Services
Head, Asset & Wealth Management
Chief Risk Officer
MD & Co-CEO, Investment Bank

William B. Harrison Jr.*
James Dimon*
Austin A. Adams*
Steven D. Black*

Richard J. Srednicki*
Michael J. Cavanagh*
Frank Bisignano *
John F. Bradley*
Joan Guggenheimer*
Ina R. Drew *
Samuel Todd Maclin*
Jay Mandelbaum*
William H. McDavid*
Heidi Miller*
Charles W. Scharf*
James E. Staley*
Don M. Wilson III*
William T. Winters*

(1) 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.

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DIRECTORS (2)

| Name | Principal Occupation or Employment; Business or Residence Address |
|----------------------|--|
| Hans W. Becherer | Retired Chairman of the Board and Chief Executive Officer Deere & Company c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| John H. Biggs | Former Chairman and CEO TIAA - CREF c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Lawrence A. Bossidy | Retired Chairman of the Board Honeywell International 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 | President and Chief Executive Officer JPMorgan Chase & Co. 270 Park Avenue, 8th 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 |

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New York, New York 10017

(2) Each of whom is a United States citizen.

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| Name | Principal Occupation or Employment; Business or Residence Address |
|--------------------------|---|
| William B. Harrison, Jr. | Chairman of the Board JPMorgan Chase & Co. 270 Park Avenue, 8th Floor New York, New York 10017-2070 |
| 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 |
| 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 | Senior Advisor 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 |

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