

Dealertrack Technologies, Inc
Form 3
August 20, 2014

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Â Halpin Kristin

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/20/2014

3. Issuer Name **and** Ticker or Trading Symbol
Dealertrack Technologies, Inc [TRAK]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
SVP, HR

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

1111 MARCUS AVE.,Â SUITE
M04

(Street)

LAKE SUCCESS,Â NYÂ US
11042

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

9,310 ⁽³⁾

D

Â

Common Stock

1,443 ⁽¹⁾

D

Â

Common Stock

1,256 ⁽⁴⁾

D

Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect
Beneficial

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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Non-Qualified Stock Option (right to buy)	Â (2)	02/28/2021	Common Stock	2,710	\$ 54.07	D	Â
Non-Qualified Stock Option (right to buy)	Â (5)	08/17/2021	Common Stock	3,588	\$ 45.11	D	Â
Performance Stock Unit	Â (6)	02/25/2021	Common Stock	1,199	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Halpin Kristin 1111 MARCUS AVE. SUITE M04 LAKE SUCCESS, NY US 11042	Â	Â	Â SVP, HR	Â

Signatures

/s/ Gary Papilsky as attorney-in-fact for Kristin
Halpin

08/20/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Each restricted stock unit represents a contingent right to receive one share of Dealertrack common stock. The restricted stock units vest in four equal annual installments which will begin on March 1, 2015 and will be fully vested on March 1, 2018.
- (2) 25% of the shares subject to the option will vest on March 1, 2015 and 1/36th of the remaining shares subject to the option will vest each month thereafter, such that 100% of the shares subject to the option will be fully vested on March 1, 2018.
- (3) 1,246 of these shares of common stock are being held in escrow in connection with the purchase of Dealer.com by Dealertrack.
- (4) Each restricted stock unit represents a contingent right to receive one share of Dealertrack common stock. The restricted stock units vest in four equal annual installments beginning August 20, 2015.
- (5) 25% of the shares subject to the option will vest on August 20, 2015 and 1/36th of the remaining shares subject to the option will vest each month thereafter, such that 100% of the shares subject to the option will be fully vested on August 20, 2018.
- (6) The Performance Stock Units will vest in full on February 28, 2017 subject to the achievement of certain performance goals. These performance goals are equally based on both the Company's Revenue for calendar year 2014 and the total shareholder return of the Company's common stock as compared to other companies in the NASDAQ Software Index in the aggregate for calendar years 2014, 2015 and 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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