

DealerTrack Holdings, Inc.  
Form 3  
December 12, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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 PASSIONE VINCENT  
(Last) (First) (Middle)

C/O DEALERTRACK  
HOLDINGS, INC., Â 1111  
MARCUS AVENUE, SUITE  
M04

(Street)

LAKE SUCCESS, Â NY Â 11042

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
12/12/2005

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
President--DealerTrack, Inc.

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

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

**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)

Restricted Common Stock

15,000 <sup>(1)</sup>

D

Â

Common Stock

79,285

I

By Spouse and Sister as Trustees for the 2005 Vincent Passione Grantor Retained Annuity Trust

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

SEC 1473 (7-02)

**Persons who respond to the collection of 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)**

## Edgar Filing: DealerTrack Holdings, Inc. - Form 3

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |  |
| Non-Qualified Stock<br>Option (right to buy)  | Â (2)  | 05/25/2015         | Common<br>Stock  | 60,000                           | \$ 12.92   | D  | Â  |
| Non-Qualified Stock<br>Option (right to buy)  | Â (3)  | 08/17/2014         | Common<br>Stock  | 103,000                          | \$ 2.8   | D  | Â  |
| Non-Qualified Stock<br>Option (right to buy)  | Â (4)  | 01/29/2014         | Common<br>Stock  | 10,000                           | \$ 2.8   | D  | Â  |
| Non-Qualified Stock<br>Option (right to buy)  | Â (5)  | 01/29/2014         | Common<br>Stock  | 5,000                            | \$ 2.8   | D  | Â  |
| Non-Qualified Stock<br>Option (right to buy)  | Â (6)  | 09/07/2013         | Common<br>Stock  | 205,715                          | \$ 2.8   | D  | Â  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| PASSIONE VINCENT<br>C/O DEALERTRACK HOLDINGS, INC.<br>1111 MARCUS AVENUE, SUITE M04<br>LAKE SUCCESS, NY 11042 | Â             | Â         | Â President--DealerTrack, Inc. | Â     |

## Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Vincent  
Passione

12/12/2005

\_\_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) 25% of the shares of restricted common stock will vest yearly from May 26, 2005, such that 100% of the shares will be fully vested on May 26, 2009.
  - (2) 25% of the shares subject to the option will vest on the first anniversary date of May 26, 2005, 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 May 26, 2009.
  - (3) 25% of the shares subject to the option will vest on the first anniversary date of August 18, 2004, 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 18, 2008.
  - (4) 100% of the shares subject to the option are fully vested and exercisable.
  - (5) 25% of the shares subject to the option will vest on the first anniversary date of January 1, 2004, 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 January 1,

## Edgar Filing: DealerTrack Holdings, Inc. - Form 3

2008.

- (6) An option to purchase 285,000 shares of common stock was originally granted and Mr. Passione has exercised his option to purchase 79,285 of such shares. 25% of the originally granted shares subject to the option will vest on the first anniversary date of September 8, 2003, 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 September 8, 2007.

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.