Edgar Filing: POLAK REBECCA C. - Form 4

June 07, 2013 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Vashington, D.C. 20549 TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Section 16. Form 4 or Form 4 or Form 4 or Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). (Print or Type Responses) I. Name and Address of Reporting Person 1 (b). (Print or Type Response) I. Name and Address of Reporting Person 1 (b). (Print or Type Response) I. Name and Address of Reporting Person 1 (b). (Print or Type Response) I. Name and Address of Reporting Person 1 (c). (Steel (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) (Core KAR AUCTION SERVICES, NC, 13085 HAMILTON CROSSING BLVD. (Steel (If A mendment, Date Original Filed(Month/Day/Year)) (Steel (If A mendment, Date Original Filed(Month/Day/Year)) (Steel (If A mendment, Date Original Filed(Month/Day/Year)) (City) (State) (Zip) (State) (Zip) Table I - Non-Derivative Securities Acquired (A) 5. Amount (I), Price (A) (A) (A) (B) (B) (B) (B) (B) (B) (B) (B) (B) (B	POLAK REBECCA C.											
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Form 4 or Form 5 or Section 17(a) of the Public Utility Holding Company Act of 1934, obligations may continue. 0.5 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction 30(h) of the Investment Company Act of 1940 (h). 0.5 (Print or Type Responses) 30(h) of the Investment Company Act of 1940 (Last) 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person 1 (Last) 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) C/O: KAR AUCTION SERVICES, INC., 13085 HAMILTON CROSSING BLVD. 06/06/2018 — Director webow) CLO & Sec; Pres. TradeRev (City) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) -X, Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired (A) (Instr. 3) 5. Amount of any 6. 7. Nature of Indirect (Instr. 8) (City) (State) (Zip) Transactionor Disposed of (D) (Instr. 8) 5. Amount of 7. Nature of Transaction(S) 7. Nature of Transaction(S) (Month/Day/Year) (Instr. 8) 3. 4. Securities Acquired (A) (Instr. 4) 5. Amount of 7. Transa			MENT OI			FICL	AL OWN	ERSHIP OF	•			
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C/O: KAR AUCTION SERVICES, 06/06/2018 INC., 13085 HAMILTON CROSSING BLVD. (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _Form filed by One Reporting Person _Form filed by One Reporting Person _Form filed by One Reporting Person _Security (Instr. 3) (State) (Zip) Table I - Non-Derivative Securities Acquired, Applicable Line) _X_ Form filed by One Reporting Person _Form filed by One Reporting Person _Security (Instr. 3) (Month/Day/Year) S. Anount of 6. 7. Nature of Security (Instr. 3) (Month/Day/Year) (Instr. 8) (Month/Day/Year) Code V Amount (D) Price (Instr. 3 and 4) (Instr. 3 and 4)	(Last)	(First)	(Middle)			1		Director	10%	Owner		
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Common				Code	V Amount		Price		(1115411-1)			
Stock 06/06/2018 M 4,651 A \$10 51,041.2336 D	Common	06/06/2018		М	4,651	A	\$ 10	51,041.2336	D			
Stock \$	STOCK						¢					
Common 06/06/2018 S ⁽¹⁾ 4 651 D 55 0023 46 390 2336 D		06/06/2018		S <u>(1)</u>	4,651	D		46,390.2336	D			
Stock (2) (2)	Stock						(2)					
Common Stock 06/07/2018 M 39,589 A \$10 85,979.2336 D		06/07/2018		М	39,589	А	\$ 10	85,979.2336	D			
Stock	STOCK						¢					
Common Steal 06/07/2018 S ⁽¹⁾ 39,589 D 55.2026 46,390.2336 D				$\mathbf{C}(1)$	20.500	D		16 200 2226	5			
Stock (3)		06/07/2018		$S^{(1)}$	39,589	D	55.2026	46,390.2336	D			

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

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 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. Transacti Code (Instr. 8)	orDeriv Secu Acqu or Di (D)	rities nired (A) isposed of r. 3, 4,	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 or Number of Shares
Employee Stock Option (right to buy)	\$ 10	06/06/2018		М		44,240 (4)	(5)	05/06/2019	Common Stock	44,240
Employee Stock Option (right to buy)	\$ 30.89						<u>(5)</u>	02/27/2024	Common Stock	34,996
Restricted Stock Units	<u>(6)</u>						(7)	(7)	Common Stock	1,107
Restricted Stock Units	<u>(6)</u>						(8)	(8)	Common Stock	3,039
Restricted Stock Units	<u>(6)</u>						<u>(9)</u>	<u>(9)</u>	Common Stock	4,164

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
POLAK REBECCA C. C/O: KAR AUCTION SERVICES, INC.			CLO & Sec.; Pres.					
13085 HAMILTON CROSSING BLVD.			TradeRev					

CARMEL, IN 46032

Signatures

Rebecca C. Polak

06/07/2018

<u>**</u>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) This transaction was effected pursuant to a Rule 10b5-1 Plan adopted by the reporting person on March 15, 2018.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.0000 to \$55.0500 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or

(2) the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55,0000 to \$55,4100 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or

- (4) 4,651 shares were exercised on June 6, 2018 and 39,589 shares were exercised on June 7, 2018.
- (5) All of these options are currently exercisable.
- (6) Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis.

These restricted stock units remain subject to a time-vesting requirement and are scheduled to vest and settle in common stock as follows: one-third of these restricted stock units vested on February 23, 2017, one-third of these restricted stock units vested on February 22, 2018

(7) one-third of these restricted stock units vested on reordary 23, 2017, one-third of these restricted stock units vested on reordary 22, 2018
 (7) and the remaining one-third of these restricted stock units vest on February 22, 2019, assuming continued employment through the applicable vesting date.

These restricted stock units remain subject to a time-vesting requirement and are scheduled to vest and settle in common stock as follows: one-third of these restricted stock units vested on February 24, 2018, one-third of these restricted stock units vest on February 24, 2019

(8) one-third of these restricted stock units vested on February 24, 2019, one-third of these restricted stock units vest on February 24, 2020, assuming continued employment through the applicable vesting date.

These restricted stock units remain subject to a time-vesting requirement and are scheduled to vest and settle in common stock as follows: one-third of these restricted stock units vest on March 2, 2019, one-third of these restricted stock units vest on March 2, 2020 and the

(9) one-third of these restricted stock units vest on March 2, 2019, one-third of these restricted stock units vest on March 2, 2021, assuming continued employment through the applicable vesting date.

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.