

TrueCar, Inc.
Form 8-K
May 18, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

May 17, 2018

TrueCar, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Delaware | 001-36449 | 04-3807511 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

120 Broadway, Suite 200
Santa Monica, California 90401
(Address of principal executive offices, including zip code)

(800) 200-2000
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 24 §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 17, 2018, TrueCar, Inc. (the “Company”) held its 2018 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, proxies representing 70,661,570 shares of the Company’s common stock, or approximately 70.05% of the shares entitled to vote, were present and voted on the following four proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the United States Securities and Exchange Commission on April 4, 2018. The Company’s inspector of election certified the vote tabulations indicated below.

Proposal 1

The individuals listed below were elected as Class I directors at the Annual Meeting to serve on the Company’s Board of Directors until the 2021 annual meeting of stockholders or until their successors are duly elected and qualified.

| | For | Withheld | Broker Non-Votes |
|-----------------|------------|----------|------------------|
| Erin Lantz | 59,606,527 | 669,680 | 10,385,363 |
| Chip Perry | 59,658,764 | 617,443 | 10,385,363 |
| Ion Yadigaroglu | 59,356,828 | 919,379 | 10,385,363 |

Proposal 2

Proposal 2 was a management proposal to ratify the selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for fiscal year ending December 31, 2018, as described in the proxy materials. This proposal was approved.

| For | Against | Abstained | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 70,437,140 | 204,026 | 20,404 | 0 |

Proposal 3

Proposal 3 was an advisory vote to approve named executive officer compensation. This proposal was approved.

| For | Against | Abstained | Broker Non-Votes |
|------------|------------|-----------|------------------|
| 31,335,444 | 28,931,626 | 9,137 | 10,385,363 |

Proposal 4

Proposal 4 was an advisory vote on the frequency of advisory votes on named executive officer compensation. This proposal was approved.

| One Year | Two Years | Three Years | Abstained | Broker Non-Votes |
|------------|-----------|-------------|-----------|------------------|
| 60,247,465 | 10,159 | 11,725 | 6,858 | 10,385,363 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TRUECAR, INC.

By: /s/ John Pierantoni
John Pierantoni
Interim Chief Financial Officer

Date: May 18, 2018