

Dealertrack Technologies, Inc
 Form 3
 June 09, 2015

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Chapnik Jason | | (Month/Day/Year) | Dealertrack Technologies, Inc [TRAK] | |
| (Last) | (First) | (Middle) | 06/01/2015 | |
| 1111 MARCUS AVE,Â SUITE M04 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| LAKE SUCCESS,Â NYÂ 11042 | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> 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) |
|---------------------------------|---|--|---|
| Common Stock | 4,388 ⁽¹⁾ | D | Â |
| Common Stock | 39,125 ⁽²⁾ | I | These shares are owned by an investment fund. |

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)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

Edgar Filing: Dealertrack Technologies, Inc - Form 3

| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---|------------------|-----------------|---------------------|----------------------------|------------------------------|--|--|
| Non-Qualified Stock Option (right to buy) | Â (3) | 05/31/2022 | Common Stock | 24,580 | \$ 41.02 | D | Â |
| Stock Option (right to buy) | Â (4) | Â (5) | Common Stock | 2,329,016 | \$ 52.7767 (6) | I | By a third party unaffiliated with the Issuer. |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Chapnik Jason 1111 MARCUS AVE SUITE M04 LAKE SUCCESS, NY 11042 | Â X | Â | Â | Â |

Signatures

/s/ Gary Papilsky as attorney-in-fact for Jason Chapnik 06/09/2015

__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) Includes 4,388 restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Dealertrack common stock. The restricted stock units will vest on the date of the Issuer's 2016 Annual Meeting of Stockholders or such date as the director elects to defer receipt of the shares.
- (2) The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest.
- (3) The options will vest over 3 years, 33% each year on the anniversary of the grant date on June 1, 2016, June 1, 2017 and June 1, 2018. These options became exercisable upon the payment of an option consideration by the Reporting Person to a third party unaffiliated with the Issuer, which occurred on or before the fifth business day after the Reporting Person's execution of the agreement governing the terms of such options with the unaffiliated third party (the "Agreement").
- (4) These options must be exercised by the Reporting Person on or before the earlier of (i) an acceleration event pursuant to the Agreement (ii) December 31, 2019.
- (5) In addition to the referenced conversion price, payment of which must be converted into Canadian dollars based on the opening US-CDN dollar Bank of Canada exchange rate on the effective date of the Agreement of \$1.1426, the Reporting Person would be required to pay an amount equal to 91.4483% of: an interest amount paid by the unaffiliated third party when acquiring the options divided by 2,038,397.
- (6)

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.