Edgar Filing: KAR Auction Services, Inc. - Form 4

KAR Auction Form 4	Services, Inc.											
February 11, 2												
FORM	4 UNITED	STATES	TES SECURITIES AND EXCHANGE COMMISSION									
		Washington, D.C. 20549							3235-0287			
Check this I if no longer subject to Section 16. Form 4 or Form 5	STATEM			SECUR	burder respon		average urs per	y 31, 2005 0.5				
obligations may continu <i>See</i> Instruct 1(b).	ue. Section 17(Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, action 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 Res	sponses)											
1. Name and Address of Reporting Person <u></u> Gottwald Donald S.			2. Issuer Name and Ticker or Trading Symbol KAR Auction Services, Inc. [KAR]				5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (Middle)		of Earliest T			(Chec	k all applicab	le)			
. ,	JCTION SERV IAMILTON			Day/Year)	lansaction		Director X Officer (give below) Chief (% Owner her (specify icer			
					dment, Date Original			6. Individual or Joint/Group Filing(Check Applicable Line)				
CARMEL, IN	46032		Theu(m	onth/Day/Yea	()		_X_ Form filed by 0 Form filed by N Person					
(City)	(State)	(Zip)	Tał	ole I - Non-I	Derivative	Securities A	cquired, Disposed of	f. or Benefici:	ally Owned			
	Transaction Date Ionth/Day/Year)		ed Date, if	3. Transactio Code	4. Securi	ties (A) or (D) 4 and 5) (A)	5. Amount of Securities F Beneficially (Owned (5. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature Indirect	of		
				Code V	Amount	or (D) Price	(Instr. 3 and 4)					
Reminder: Report	t on a separate line	e for each cl	ass of sec	urities benef	ficially ow	ned directly o	or indirectly.					
					inforı requi	nation cont red to respo ays a currer	spond to the collec ained in this form ond unless the form ntly valid OMB con	are not n	SEC 1474 (9-02)			
	Tab					sposed of, or convertible s	Beneficially Owned securities)					
1. Title of2.DerivativeControl		insaction Da th/Day/Yea		Deemed ution Date, it	4. f Transa	5. Numb actionof Deriva	er 6. Date Exercis ative Expiration Date			d Amount of g Securities		

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securitie Acquired (A) or Disposed (D) (Instr. 3, and 5)	d d of	(Month/Day/Year)		(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						<u>(1)</u>	05/06/2019	Common Stock	165,000
Restricted Stock Units	(2)	02/09/2016		А	4,913		(3)	(3)	Common Stock	4,913

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Gottwald Donald S. C/O: KAR AUCTION SERVICES, INC. 13085 HAMILTON CROSSING BLVD. CARMEL, IN 46032			Chief Operating Officer				
Signatures							
Rebecca C. Polak as Attorney In Fact	02/11/20)16					

<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) All of these performance options are currently exercisable.
- (2) Converts into common stock on a 1-for-1 basis.

The compensation committee certified on February 9, 2016 that the Company achieved the 2015 net income performance goal for the restricted stock unit awards granted in 2015 under the KAR Auction Services, Inc. 2009 Omnibus Stock and Incentive Plan. These

(3) 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 2/20/2016, one-third of these restricted stock units vest on 2/20/2017 and the remaining one-third of these restricted stock units vest on 2/20/2018.

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.