KAR Auction Services, Inc.
Form 4
June 10, 2016

(Print or Type Responses)


| Common Stock | 06/09/2016 | M | 18,445 | A | \$ 13.46 | 18,445 | D |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Common Stock | 06/09/2016 | S | 18,445 | D | $\begin{aligned} & \$ \\ & 41.5182 \\ & \underline{(1)} \end{aligned}$ | 0 | D |
| Common Stock |  |  |  |  |  | 391 | D |

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 1474
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. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed <br> Execution Date, if any <br> (Month/Day/Year) | $\begin{array}{ll} \text { 4. } & \text { 5. Number of } \\ \text { TransactionDerivative } \\ \text { Code } & \text { Securities } \\ \text { (Instr. 8) } & \text { Acquired (A) } \\ & \text { or Disposed of } \\ & \text { (D) } \\ & \text { (Instr. 3, 4, } \\ & \text { and 5) } \end{array}$ |  |  | 6. Date Exercisable and Expiration Date (Month/Day/Year) |  | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  | Code |  | (D) | Date <br> Exercisable | Expiration <br> Date | Title | Amount <br> Or <br> Number <br> of Shares |
| Employee |  |  |  |  |  |  |  |  |  |  |
| Stock <br> Option <br> (right to buy) | \$ 16.677 | 06/09/2016 |  | A |  | 10,275 | (2) | 08/19/2018 | Common Stock | 10,275 |

Employee

| Stock <br> Option <br> (right to <br> buy) | $\$ 10$ | $06 / 09 / 2016$ | A | 19,785 | (2) | $08 / 20 / 2017$ | Common <br> Stock | 19,785 |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |

Employee
Stock

| Option <br> (right to <br> buy) | $\$ 18.8$ |  |  | (2) | $05 / 05 / 2021$ | Common <br> Stock | 14,525 |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |


| Restricted | (3) | (4) | (4) | Common <br> Stock | Stock |
| :--- | :--- | :--- | :--- | :--- | :--- |

## Reporting Owners

## Reporting Owner Name / Address

## Relationships

Director $10 \%$ Owner Officer Other
Vignes David
C/O: KAR AUCTION SERVICES, INC. 13085 HAMILTON CROSSING BLVD.
CARMEL, IN 46032

## EVP of Enterprise Optimization

## Signatures

Rebecca C. Polak as Attorney In Fact

06/10/2016
**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. $78 \mathrm{ff}(\mathrm{a})$.
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
(1) $\$ 41.4500$ to $\$ 41.5800$ per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or 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.
(2) These options are currently exercisable.
(3) Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis. The restricted stock units vested in common stock on 2/20/16.

These restricted stock units remain subject to a time-vesting requirement and are scheduled to vest and settle in common stock as follows:
(4) one-third of these restricted stock units vested 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 $2 / 20 / 2018$, 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.

