

DealerTrack Holdings, Inc.

Form 3

December 12, 2005

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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 *Â JP MORGAN PARTNERS
23A SBIC LP

(Last) (First) (Middle)

C/O J.P. MORGAN
PARTNERS,Â 1221 AVENUE
OF THE AMERICAS 39TH
FLOOR

(Street)

NEW YORK,Â NYÂ 10020

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
12/12/20053. Issuer Name **and** Ticker or Trading Symbol
DealerTrack Holdings, Inc. [TRAK]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)____ Form filed by One Reporting
Person
X 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)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
(Instr. 4)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Convertible Series A Preferred Stock	Â (1)	Â (1)	Common Stock	3,264,200	\$ 1.6321	D	Â
Convertible Series B Preferred Stock	Â (1)	Â (1)	Common Stock	2,040,125	\$ 1.6321	D	Â
Convertible Series B-1 Preferred Stock	Â (1)	Â (1)	Common Stock	979,919	\$ 1.5688	D	Â
Convertible Series C Preferred Stock	Â (1)	Â (1)	Common Stock	938,669	\$ 1.1706	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JP MORGAN PARTNERS 23A SBIC LP C/O J.P. MORGAN PARTNERS 1221 AVENUE OF THE AMERICAS 39TH FLOOR NEW YORK, NY 10020	Â	Â X	Â	Â
J P MORGAN PARTNERS 23A SBIC MANAGER INC C/O JPMORGAN PARTNERS 1221 AVENUE OF THE AMERICAS 40TH FL. NEW YORK, NY 10021	Â	Â X	Â	Â

Signatures

J.P. Morgan Partners (23A SBIC), L.P. By: J.P. Morgan Partners (23A SBIC Manager), Inc. Its
General Partner By: /s/ Jeffrey C. Walker President

12/12/2005

__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) Upon the close of the initial public offering of the Issuer, all shares of Convertible Series A, B, B-1 and C Preferred Stock will automatically convert into Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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