

DealerTrack Holdings, Inc.
Form 4
December 20, 2005

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *

JP MORGAN PARTNERS 23A
SBIC LP

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

DealerTrack Holdings, Inc. [TRAK]

3. Date of Earliest Transaction

(Month/Day/Year)

12/16/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	12/16/2005		C		3,264,200	A 11	3,264,200	D	
Common Stock	12/16/2005		C		2,040,125	A 11	5,304,325	D	
Common Stock	12/16/2005		C		979,919	A 11	6,284,244	D	
Common Stock	12/16/2005		C		938,669	A 11	7,222,913	D	
Common Stock	12/16/2005		S		1,610,092	D \$ 15.81	5,612,821	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Convertible Series A Preferred Stock	\$ 1.6321	12/16/2005		C	2,000,000	<u>(1)</u>	<u>(1)</u>	Common Stock	3,264,
Convertible Series B Preferred Stock	\$ 1.6321	12/16/2005		C	1,250,000	<u>(1)</u>	<u>(1)</u>	Common Stock	2,040,
Convertible Series B-1 Preferred Stock	\$ 1.5688	12/16/2005		C	624,630	<u>(1)</u>	<u>(1)</u>	Common Stock	979,9
Convertible Series C Preferred Stock	\$ 1.1706	12/16/2005		C	801,870	<u>(1)</u>	<u>(1)</u>	Common Stock	938,6

Reporting Owners

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

Signatures

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

12/20/2005

____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) Upon the close of the initial public offering of the Issuer, on December 16, 2005, these shares of Convertible Series A, B, B-1 and C Preferred Stock were automatically converted into Common Stock at the conversion rates listed in Table II above.

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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