

CIRILLO MARY A
Form 3
December 12, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 CIRILLO MARY A

(Last) (First) (Middle)

C/O DEALERTRACK
HOLDINGS, INC., Â 1111
MARCUS AVENUE, SUITE
M04

(Street)

LAKE SUCCESS, Â NY Â 11042

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/12/2005

3. Issuer Name **and** Ticker or Trading Symbol
DealerTrack Holdings, Inc. [TRAK]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ 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)

Restricted Common Stock

3,500 ⁽¹⁾

D Â

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

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	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 (2)	05/25/2015	Common Stock	10,000	\$ 12.92	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	05/25/2015	Common Stock	10,000	\$ 12.92	D	Â
Non-Qualified Stock Option (right to buy)	Â (4)	05/25/2015	Common Stock	30,000	\$ 12.92	D	Â
Non-Qualified Stock Option (right to buy)	Â (5)	01/29/2013	Common Stock	6,250	\$ 2.8	D	Â
Convertible Series C-2 Preferred Stock	Â (6)	Â (6)	Common Stock	71,085	\$ (6)	D	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CIRILLO MARY A
C/O DEALERTRACK HOLDINGS, INC.
1111 MARCUS AVENUE, SUITE M04
LAKE SUCCESS, NY 11042

Â X Â Â Â

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Mary
Cirillo-Goldberg

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) 1/3rd of the shares of restricted common stock will vest yearly from May 26, 2005, such that 100% of the shares will be fully vested on May 26, 2008.
- (2) 100% of the shares subject to the option are fully vested and exercisable.
- (3) 100% of the shares subject to the option will vest on the first anniversary date of May 26, 2005.
- (4) 1/3rd of the shares subject to the option will vest yearly from July 1, 2005, such that 100% of the shares subject to the option will be fully vested on July 1, 2008.
- (5) 100% of the shares subject to the option are fully vested and exercisable.
- (6) The shares of Convertible Series C-2 Preferred Stock shall automatically convert into shares of common stock on a 1-to-1.0059 basis upon the closing of the Issuer's initial public offering.

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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