

TrueCar, Inc.
Form SC 13G
February 17, 2015

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

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)

TRUECAR INC.

(Name of issuer)

Common Stock

(Title of class of securities)

89785L107

(CUSIP number)

December 31, 2014

(Date of event that requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

1The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSONS

United Services Automobile Association

I.R.S. Identification Nos. of above persons (entities only).

74-0959140

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Texas

NUMBER OF	5	SOLE VOTING POWER
SHARES		12,859,990 (See Item 4)
BENEFICIALLY		
OWNED BY EACH	6	SHARED VOTING POWER
REPORTING		1,633,347 (See Item 4)
PERSON	7	SOLE DISPOSITIVE POWER
WITH		12,859,990 (See Item 4)
	8	SHARED DISPOSITIVE POWER
		1,633,347 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,493,337 (See Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

18.1% (See Item 4)

12 TYPE OF REPORTING PERSON

IC

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ITEM 1.

(a) Name of Issuer:

TrueCar, Inc.

(b) Address of Issuer's Principal Executive Offices:

TrueCar, Inc.
120 Broadway, Suite 200
Santa Monica, CA 90401

ITEM 2.

(a) Names of Person Filing:

United Services Automobile Association (USAA)

(b) Address of Principal Business Office, of if None, Residence:

9800 Fredericksburg Road
San Antonio, Texas 78288

(c) Citizenship:

Texas

(d) Title of Class of Securities:

Common Stock, \$0.0001 par value (the Common Stock)

(e) CUSIP Number:

89785L107

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

(a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) Investment company registered under Section 8 of the Investment Company Act of 1940
(15 U.S.C. 80a-8).

(e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);

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- (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).
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ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Reporting Person	Shares Held Directly	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Beneficial Ownership	Percentage of Class (1)
USAA	12,859,990 (2)	12,859,990 (2)	1,633,347 (3)	12,859,990 (2)	1,633,347 (3)	14,493,337 (4)	18.1%

(1) Based on 79,811,769 shares of Common Stock outstanding as of December 31, 2014, as reported by the Issuer to the Reporting Person, plus the number of shares of Common Stock issuable upon the exercise of vested warrants beneficially owned by USAA, which shares are treated as outstanding shares of Common Stock for the purposes of determining beneficial ownership in accordance with Rule 13d-3 promulgated under the Exchange Act.

(2) Consists of 12,432,344 shares of Common Stock owned directly by USAA and 427,646 shares of Common Stock issuable upon the exercise of warrants (that were vested and exercisable within 60 days of December 31, 2014) owned directly by USAA.

(3) Consists of 1,633,347 shares of Common Stock owned directly by USAA Property Holdings, Inc., a wholly owned subsidiary of USAA

(4) Consists of 12,432,344 shares of Common Stock owned directly by USAA, 427,646 shares of Common Stock issuable upon the exercise of warrants (that were vested and exercisable within 60 days of December 31, 2014) owned directly by USAA and 1,633,347 shares of Common Stock owned directly by USAA Property Holdings, Inc., a wholly owned subsidiary of USAA.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable

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Item 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

Dated: February 17th, 2015

UNITED SERVICES AUTOMOBILE ASSOCIATION

By: /s/ Martha Leiper

Name: Martha Leiper

Title: Senior Vice President and Chief Investment Officer