KAR Auction Services, Inc.

Form 4

October 08, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

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January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** Gottwald Donald S. |          |          | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>KAR Auction Services, Inc. [KAR] | 5. Relationship of Reporting Person(s) to Issuer   |  |  |
|---|----------|----------|---|--|--|--|
| (Last)  | (First)  | (Middle) | 3. Date of Earliest Transaction   | (Check all applicable)   |  |  |
| C/O: KAR A<br>INC., 13085<br>CROSSING                         | HAMILTO  |          | (Month/Day/Year)<br>10/07/2013  | Director 10% OwnerX Officer (give title Other (specify below) CEO of AFC                             |  |  |
|   | (Street) |          | 4. If Amendment, Date Original  | 6. Individual or Joint/Group Filing(Check  |  |  |
| CARMEL, I   | N 46032  |          | Filed(Month/Day/Year)   | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |
| (City)  | (State)  | (Zip)    | Table I - Non-Derivative Securities Acc   | quired, Disposed of, or Beneficially Owned   |  |  |

|                 |                     | 1 401              | e i - Moli-D | envanve    | Secui     | ines Acq    | un eu, Disposeu o | i, oi deliciiciai | ly Owned     |
|-----------------|---------------------|--------------------|--------------|------------|-----------|-------------|-------------------|-------------------|--------------|
| 1.Title of      | 2. Transaction Date | 2A. Deemed         | 3.           | 4. Securi  | ties A    | cquired     | 5. Amount of      | 6. Ownership      | 7. Nature of |
| Security        | (Month/Day/Year)    | Execution Date, if | Transactio   | on(A) or D | ispose    | d of (D)    | Securities        | Form: Direct      | Indirect     |
| (Instr. 3)      |                     | any                | Code         | (Instr. 3, | 4 and     | 5)          | Beneficially      | (D) or            | Beneficial   |
|                 |                     | (Month/Day/Year)   | (Instr. 8)   |            |           |             | Owned             | Indirect (I)      | Ownership    |
|                 |                     |                    |              |            |           |             | Following         | (Instr. 4)        | (Instr. 4)   |
|                 |                     |                    |              |            | (4)       |             | Reported          |                   |              |
|                 |                     |                    |              |            | (A)       |             | Transaction(s)    |                   |              |
|                 |                     |                    | Code V       | Amount     | or<br>(D) | Price       | (Instr. 3 and 4)  |                   |              |
| Common<br>Stock | 10/07/2013          |                    | M            | 7,000      | A         | \$ 10       | 7,000             | D                 |              |
| Common<br>Stock | 10/07/2013          |                    | S            | 7,000      | D         | \$<br>28.46 | 0                 | D                 |              |

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

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number 6. Date Exercisable and Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                 |  |
|---|---|--------------------------------------|---|--|--|---------------------|---|-----------------|--|
|   |   |                                      |   | Code V                                 | (A) (D)  | Date<br>Exercisable | Expiration<br>Date  | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 10   | 10/07/2013                           |   | M                                      | 5,880  | <u>(1)</u>          | 05/06/2019  | Common<br>Stock | 5,880                                  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 10   | 10/07/2013                           |   | M                                      | 1,120  | (2)                 | 05/06/2019  | Common<br>Stock | 1,120                                  |

## **Reporting Owners**

| Reporting Owner Name / Address | Keiauonsnips |           |         |       |  |  |
|--------------------------------|--------------|-----------|---------|-------|--|--|
|                                | Director     | 10% Owner | Officer | Other |  |  |

Gottwald Donald S.

C/O: KAR AUCTION SERVICES, INC. 13085 HAMILTON CROSSING BLVD. CARMEL, IN 46032

CEO of AFC

### **Signatures**

Rebecca C. Polak as Attorney
In Fact

10/09/2013

\*\*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) 5,880 of these options are service options that are fully vested.
- 117,575 of these options are performance options that are currently exercisable. 59,347 of these options vest if the closing price of a share of the Company's common stock exceeds \$30.00 for twenty (20) consecutive trading days and 59,348 of these options vest if the closing price of a share of the Company's common stock exceeds \$35.00 for twenty (20) consecutive trading days.

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

Reporting Owners 2

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