Fisher Thomas J Form 4 February 08, 2018

## 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

(Print or Type Responses)

1. Name and Address of Reporting Person \* Fisher Thomas J

(First) (Middle) (Last)

13085 HAMILTON CROSSING **BLVD** 

CARMEL, IN 46032

1.Title of

Security

(Instr. 3)

(Street)

2. Transaction Date 2A. Deemed

2. Issuer Name and Ticker or Trading

Symbol

KAR Auction Services, Inc. [KAR]

3. Date of Earliest Transaction (Month/Day/Year)

02/06/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below) below)

EVP, Chief Information Officer

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State) (Zip)

(Month/Day/Year)

3. 4. Securities 5. Amount of Execution Date, if TransactionAcquired (A) or Securities

(Month/Day/Year) (Instr. 8)

Code Disposed of (D) (Instr. 3, 4 and 5)

Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

**Underlying Securities** (Instr. 3 and 4)

7. Nature of

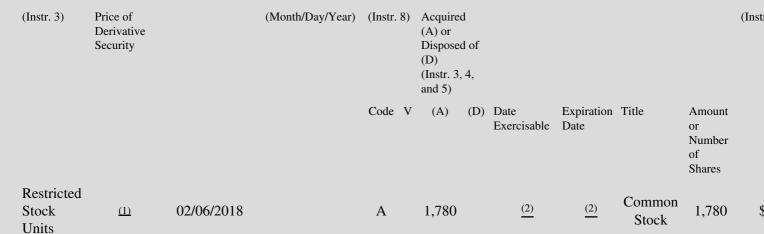
Ownership

(Instr. 4)

Indirect

7. Title and Amount of 8. Pr Deri Secu

#### Edgar Filing: Fisher Thomas J - Form 4



### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fisher Thomas J

13085 HAMILTON CROSSING BLVD CARMEL, IN 46032

EVP, Chief Information Officer

# **Signatures**

Rebecca C. Polak, as Attorney-in-Fact

02/08/2018

\*\*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) Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis.

The compensation committee certified on February 6, 2018 that the Company achieved the 2017 net income performance goal for the restricted stock unit awards granted in 2017 under the KAR Auction Services, Inc. 2009 Omnibus Stock and Incentive Plan. These

restricted stock units remain subject to a time-vesting requirement and are scheduled to vest and settle in common stock as follows: one-third of these restricted stock units vest on May 12, 2018, one-third of these restricted stock units vest on May 12, 2019 and the remaining one-third of these restricted stock units vest on May 12, 2020, assuming continued employment through the applicable vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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