KAR Auction Services, Inc.

Form 4

January 06, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BOURELL TODD F**

2. Issuer Name and Ticker or Trading Symbol

KAR Auction Services, Inc. [KAR]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

01/04/2016

X Director 10% Owner

13085 HAMILTON CROSSING

BLVD.

(Last)

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Officer (give title Other (specify

(Street) Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

below)

CARMEL, IN 46032

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A) or Code V Amount (D) Price Reported Transaction(s) (Instr. 3 and 4)

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)

4.

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

5. Number 6. Date Exercisable and Transactionof **Expiration Date** Code Derivative (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

Deriva Securi

8. Pric

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Securi Acqui (A) or Dispo of (D) (Instr. and 5)	sed					(Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock	<u>(1)</u>	01/04/2016		A	170		(2)(3)(4)	(2)	Common Stock	170	\$ 36
Common Stock	<u>(1)</u>						(2)	(2)	Common Stock	38.6724	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BOURELL TODD F 13085 HAMILTON CROSSING BLVD. X CARMEL, IN 46032

Signatures

Rebecca Polak, Attorney
In Fact
01/06/2016

**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) The phantom stock will convert into shares of KAR common stock on a one-for-one basis.
- (2) The reporting person will receive shares of KAR common stock, on a one-for-one basis, at a future date(s) specified by him pursuant to the deferred compensation plan.
 - Represents director fees deferred in the reporting person's account in the KAR Auction Services, Inc. Directors Deferred Compensation Plan. Shares of restricted stock were granted on 6/3/2015 at a price of \$38.18 per share and will be settled only for shares of KAR
- (3) common stock on a one-for-one basis. These shares of restricted stock were granted pursuant to the KAR Auction Services, Inc. 2009 Omnibus Stock and Incentive Plan and one-fourth of the grant vests every three months from the date of the grant and such grant is subject to forfeiture until vested.
 - Represents director fees deferred in the reporting person's account in the KAR Auction Services, Inc. Directors Deferred Compensation Plan. 170 of these shares of restricted stock were granted on 1/4/2016 at a price of \$36.92 per share and will be settled only for shares of
- (4) KAR common stock on a one-for-one basis. These 170 shares of restricted stock were granted pursuant to the KAR Auction Services, Inc. 2009 Omnibus Stock and Incentive Plan and 50% will vest on March 9, 2016 and the remaining 50% will vest on June 8, 2016 and such grant is subject to forfeiture until vested.
- (5) Reflects the reinvestment of dividend equivalents in additional shares of phantom stock pursuant to the terms of the KAR Auction Services, Inc. Directors Deferred Compensation Plan.
- (6) Reflects dividend payment of which 9.7490 shares are vested and the remaining shares will vest as follows: 5 shares vest on 3/2/2016, and the remaining 4 shares vest on 6/2/2016.

Reporting Owners 2

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(7) Reflects dividend payment of which 9.9645 shares are vested and the remaining shares will vest as follows: 4.9832 shares vest on 3/2/2016, and the remaining 4.9757 shares vest on 6/2/2016.

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.