

BEARMAN ASHER
Form 4
April 01, 2019

FORM 4

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

OMB APPROVAL

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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 *
BEARMAN ASHER

2. Issuer Name and Ticker or Trading Symbol
TRUPANION, INC. [TRUP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O TRUPANION, INC., 6100 4TH AVENUE S, SUITE 200

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Strategy Officer

SEATTLE, WA 98108

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

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

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/29/2019		M ⁽¹⁾		4,500	A	\$ 4.77
Common Stock	03/29/2019		S ⁽¹⁾		4,500	D	\$ 32.5224 ⁽²⁾
Common Stock	03/29/2019		M ⁽¹⁾		4,500	A	\$ 4.77
Common Stock	03/29/2019		S ⁽¹⁾		4,500	D	\$ 32.522 ⁽²⁾
Common Stock	03/29/2019		S ⁽³⁾		1,300	D	\$ 33 ⁽²⁾

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 4.77	03/29/2019		M ⁽¹⁾	4,500	⁽⁴⁾ 08/02/2023	Common Stock	4,500
Stock Option (right to buy)	\$ 4.77	03/29/2019		M ⁽¹⁾	4,500	⁽⁴⁾ 08/02/2023	Common Stock	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEARMAN ASHER C/O TRUPANION, INC. 6100 4TH AVENUE S, SUITE 200 SEATTLE, WA 98108			Chief Strategy Officer	

Signatures

/s/ Charlotte Sim-Warner as attorney-in-fact for Asher
Bearman

04/01/2019

**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 exercise and sale reported were effected pursuant to a Rule 10b5-1 trading plan adopted by reporting person on August 24, 2018, as amended on February 27, 2019, in order to implement a plan of financial diversification. Accordingly, the reporting person had no discretion with regard to the timing of the transaction.

(2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.86 to \$33.07 per share, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by reporting person on August 24, 2018, as amended on February 27, 2019, in order to implement a plan of financial diversification. Accordingly, the reporting person had no discretion with regard to the timing of the transaction.

(4) This stock option grant is fully vested.

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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