Gottwald Donald S. Form 4
September 14, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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 Ad Gottwald Do		rting Person *	2. Issuer Name and Ticker or Trading Symbol KAR Auction Services, Inc. [KAR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
C/O: KAR AUCTION SERVICES, INC., 13085 HAMILTON CROSSING BLVD.			(Month/Day/Year) 09/12/2018	Director 10% Owner X Officer (give title Other (specify below) COO & Chief Strategy Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CARMEL, IN 46032			Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reportir Form filed by More than On Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		

` *	· · ·	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficiany Owned							
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio			equired (A)	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(Mondif Buy/ 1 cur)	any	Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial	
(Insure)		(Month/Day/Year)	(Instr. 8)	(monte)		-,	Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)
					(A)		Reported	(I)	
					or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
			Code V	Amount	(D)	Price	(Ilisti. 3 alid 4)		
Common Stock	09/12/2018		M	10,000	A	\$ 10	32,978.0001 (1)	D	
Common Stock	09/12/2018		S(2)	10,000	D	\$ 62.9809	22,978.0001	D	

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

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SEC 1474

(9-02)

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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 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. Transactic Code (Instr. 8)	Secur Secur Acqu or Di (D)	rities ired (A) sposed of : 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 10	09/12/2018		M		10,000	<u>(4)</u>	05/06/2019	Common Stock	10,000
Restricted Stock Units	<u>(5)</u>						<u>(6)</u>	<u>(6)</u>	Common Stock	1,781
Restricted Stock Units	<u>(5)</u>						<u>(7)</u>	<u>(7)</u>	Common Stock	3,730
Restricted Stock Units	<u>(5)</u>						<u>(8)</u>	(8)	Common Stock	4,718

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

Gottwald Donald S.

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

COO & Chief Strategy Officer

Signatures

Rebecca C. Polak as Attorney
In Fact

09/14/2018

**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)

Reporting Owners 2

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Includes 1,692.1072 shares acquired (including 63.9040 shares acquired by dividend reinvestment) pursuant to the Company's Employee Stock Purchase Plan.

- (2) This transaction was effected pursuant to a Rule 10b5-1 Plan adopted by the reporting person on March 12, 2018.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.66 to \$63.60 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.
- (4) All of these options are currently exercisable.
- (5) Each restricted stock unit is convertible into a share of common stock on a 1-for-1 basis.
- 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 vested on February 23, 2017, one-third of these restricted stock units vested on February 22, 2018 and the remaining one-third of these restricted stock units vest on February 22, 2019, assuming continued employment through the applicable vesting date.
- 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 vested on February 24, 2018, one-third of these restricted stock units vest on February 24, 2019
 and the remaining one-third of these restricted stock units vest on February 24, 2020, assuming continued employment through the applicable vesting date.
- 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 March 2, 2019, one-third of these restricted stock units vest on March 2, 2020 and the remaining one-third of these restricted stock units vest on March 2, 2021, 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.