Edgar Filing: Gottwald Donald S. - Form 4

Gottwald Do Form 4	onald S.											
March 05, 2	019											
FORM	14	~~~~~			~			OMB AF	PROVAL			
CITIED STATES SECONTIES AND EACHAIOE COMMISSIO							COMMISSION	OMB Number:	3235-0287			
Check th	vv a	Washington, D.C. 20549						January 31,				
if no lon subject to Section	51AIE	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires: 2009 Estimated average burden hours per		
Form 4 c Form 5 obligatio may con <i>See</i> Instr 1(b).	Filed pu ons Section 17	response 0. 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										
(Print or Type	Responses)											
1. Name and Address of Reporting Person <u>*</u> Gottwald Donald S.			2. Issuer Name and Ticker or Trading Symbol 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	AUCTION SER 5 HAMILTON		(Month/E 03/02/2	Day/Year)	ansaction			Director X_Officer (give below) CSO & Pres		Owner r (specify ob Sol		
				endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CARMEL,	IN 46032							Form filed by M Person				
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative	Secur	ities Acq	uired, Disposed of,	or Beneficial	y Owned		
(Instr. 3) any		r) Execution any		3.4. Securities AcquiredTransactior(A) or Disposed of (D)Code(Instr. 3, 4 and 5)(Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)	()			
Common Stock	03/02/2019			М	1,573	A	\$ 0 <u>(1)</u>	39,279.8929 (<u>2)</u>	D			
Common Stock	03/02/2019			F <u>(3)</u>	686	D	\$ 47.72	38,593.8929	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 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. Transacti Code (Instr. 8)	5. Number on f 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. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(4)</u>					(5)	(5)	Common Stock	1,865	
Restricted Stock Units	<u>(4)</u>	03/02/2019		М	1,573	(6)	(6)	Common Stock	1,573	\$
Restricted Stock Units	<u>(4)</u>					(7)	(7)	Common Stock	3,321	

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			CSO & Pres Dgtl Data Mob Sol				
Signatures							
Rebecca C. Polak as Attorney							

Rebecca C. Polak as Atto In Fact

**Signature of Reporting Person

03/05/2019

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 restricted stock units vested in common stock on March 2, 2019.
- (2) Includes 1,715 shares acquired (including 86.7969 shares acquired by dividend reinvestment) pursuant to the Company's Employee Stock Purchase Plan.
- (3) Shares withheld by the Company to satisfy tax withholding requirements.

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

(5) These restricted stock units remain subject to a time-vesting requirement and are scheduled to vest and settle in common stock as follows:
 (5) one-third of these restricted stock units vested on February 24, 2018, one-third of these restricted stock units vested 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 vested on March 2, 2019, one-third of these restricted stock units vest on March 2, 2020 and the

(6) one-third of these restricted stock units vested on March 2, 2017, one-third of these restricted stock units vest on March 2, 2021, assuming continued employment through the applicable vesting date.

(7) These restricted stock units remain subject to a time-vesting requirement and are scheduled to vest and settle in common stock as follows:
 (7) one-third of these restricted stock units vest on February 22, 2020, one-third of these restricted stock units vest on February 22, 2021 and the remaining one-third of these restricted stock units vest on February 22, 2022, 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.