

TRUPANION INC.
Form 3
July 17, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â LEVITAN DAN</p> <p>(Last) (First) (Middle)</p> <p>C/O TRUPANION, INC.,Â 907 NW BALLARD WAY</p> <p>(Street)</p> <p>SEATTLE,Â WAÂ 98107</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/17/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TRUPANION INC. [TRUP]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	126,231	I	By Maveron Equity Partners III, L.P. <u>(1)</u>
Common Stock	5,356	I	By Maveron III Entrepreneurs? Fund L.P. <u>(2)</u>
Common Stock	17,307	I	By MEP Associates III, L.P. <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	3,673,730	\$ (4)	I	By Maveron Equity Partners III, L.P. (1)
Series A Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	155,880	\$ (4)	I	By Maveron III Entrepreneurs? Fund L.P. (2)
Series A Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	503,720	\$ (4)	I	By MEP Associates III, L.P. (3)
Series B Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	1,210,920	\$ (5)	I	By Maveron Equity Partners III, L.P. (1)
Series B Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	51,364	\$ (5)	I	By Maveron III Entrepreneurs? Fund L.P. (2)
Series B Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	166,032	\$ (5)	I	By MEP Associates III, L.P. (3)
Series C Convertible Preferred Stock	Â (6)	Â (6)	Common Stock	545,165	\$ (6)	I	By Maveron Equity Partners III, L.P. (1)
Series C Convertible Preferred Stock	Â (6)	Â (6)	Common Stock	23,131	\$ (6)	I	By Maveron III Entrepreneurs? Fund L.P. (2)
Series C Convertible Preferred Stock	Â (6)	Â (6)	Common Stock	74,750	\$ (6)	I	By MEP Associates III, L.P. (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVITAN DAN C/O TRUPANION, INC. 907 NW BALLARD WAY SEATTLE, WA 98107	Â X	Â X	Â	Â

Signatures

/s/ Charlotte Sim-Warner as attorney-in-fact for Dan Levitan

07/17/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The reporting person, together with Clayton Lewis, Peter McCormick and Jason Stoffer, are members of Maveron General Partner III LLC ("Maveron LLC"), which is the general partner of Maveron Equity Partners III, L.P. ("Maveron Equity"), and may be deemed to

- (1) share voting and investment power over the securities held by Maveron Equity. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

The reporting person, together with Clayton Lewis, Peter McCormick and Jason Stoffer, are members of Maveron LLC, which is the General Partner of Maveron III Entrepreneurs' Fund L.P. ("Maveron Entrepreneurs"), and may be deemed to share voting and investment

- (2) power over the securities held by Maveron Entrepreneurs. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

The reporting person, together with Clayton Lewis, Peter McCormick and Jason Stoffer, are members of Maveron LLC, which is the General Partner of MEP Associates III, L.P. ("MEP"), and may be deemed to share voting and investment power over the securities held

- (3) by MEP. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

- (4) Each share of the issuer's Series A Convertible Preferred Stock will be converted into 1 share of the issuer's Common Stock immediately upon the closing of the issuer's initial public offering ("IPO") and has no expiration date.

- (5) Each share of the issuer's Series B Convertible Preferred Stock will be converted into 1 share of the issuer's Common Stock immediately upon the closing of the issuer's IPO and has no expiration date.

- (6) Each share of the issuer's Series C Convertible Preferred Stock will be converted into 1 share of the issuer's Common Stock immediately upon the closing of the issuer's IPO and has no expiration date.

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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