

Caruso Thomas J.
Form 4
March 14, 2013

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 *
Caruso Thomas J.

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)
13085 HAMILTON CROSSING
BLVD.

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2013

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
President & CEO of ADESA

(Street)
CARMEL, IN 46032

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 03/12/2013 | | S | 702 ⁽¹⁾ D \$ 18.48 | 3,589 ⁽²⁾ | I | By KAR Holdings II, LLC |

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)

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| 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 | 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. F... | |
|--|--|--------------------------------------|--|---------------------|---|--|---|--------------|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 10 | | | | | <u>(3)</u> (4)(5) 08/20/2017 | 08/20/2017 | Common Stock | 175,880 <u>(3)</u> <u>(4)</u> <u>(5)</u> |
| Employee Stock Option (right to buy) | \$ 16.677 | | | | | <u>(5)</u> (6)(7) 08/19/2018 | 08/19/2018 | Common Stock | 54,800 <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Employee Stock Option (right to buy) | \$ 13.46 | | | | | <u>(5)</u> (8)(9) 03/01/2020 | 03/01/2020 | Common Stock | 179,120 <u>(5)</u> <u>(8)</u> <u>(9)</u> |
| Employee Stock Option (right to buy) | \$ 14.44 | | | | | <u>(5)</u> (10) 02/25/2021 | 02/25/2021 | Common Stock | 100,000 <u>(5)</u> <u>(10)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Caruso Thomas J. 13085 HAMILTON CROSSING BLVD. CARMEL, IN 46032 | | | President & CEO of ADESA | |

Signatures

Rebecca C. Polak as Attorney
In Fact 03/14/2013

__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) Reflects sales of shares of common stock of KAR Auction Services, Inc. (the "Company") in a secondary offering by KAR Holdings II, LLC that closed on March 12, 2013.
- Includes 3,589 shares of common stock held of record by KAR Holdings II, LLC, by virtue of the reporting person's common ownership interest in KAR Holdings II, LLC. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (2) 43,970 of these options are service options that became exercisable as of the effective date of the Company's initial public offering.
- 131,910 of these options are performance options that will vest as follows: 25% of these options vested on March 1, 2013; 25% of these options vest if the closing price of a share of the Company's common stock exceeds \$25.00 for twenty (20) consecutive trading days;
- (4) 25% of these options vest if the closing price of a share of the Company's common stock exceeds \$30.00 for twenty (20) consecutive trading days; and 25% of these options vest if the closing price of a share of the Company's common stock exceeds \$35.00 for twenty (20) consecutive trading days.
- (5) An additional condition to vesting is that the reporting person must be a director, officer, employee, consultant or agent of the Company or any of its subsidiaries on the date on which the conditions set forth above are satisfied.
- (6) 13,700 of these options are service options that became exercisable as of the effective date of the Company's initial public offering.
- 41,100 of these options are performance options that will vest as follows: 25% of these options vested on March 1, 2013; 25% of these options vest if the closing price of a share of the Company's common stock exceeds \$25.00 for twenty (20) consecutive trading days;
- (7) 25% of these options vest if the closing price of a share of the Company's common stock exceeds \$30.00 for twenty (20) consecutive trading days; and 25% of these options vest if the closing price of a share of the Company's common stock exceeds \$35.00 for twenty (20) consecutive trading days.
- 44,780 of these options are service options that vest based upon the passage of time and the reporting person's continued service with the
- (8) Company. 25% of these options became exercisable on 3/1/2011, 25% of these options became exercisable on 3/1/2012, 25% of these options became exercisable on 3/1/2013, and the remaining 25% of these options become exercisable on 3/1/2014.
- 134,340 of these options are performance options that will vest as follows: 25% of these options vested on March 1, 2013; 25% of these options vest if the closing price of a share of the Company's common stock exceeds \$25.00 for twenty (20) consecutive trading days;
- (9) 25% of these options vest if the closing price of a share of the Company's common stock exceeds \$30.00 for twenty (20) consecutive trading days; and 25% of these options vest if the closing price of a share of the Company's common stock exceeds \$35.00 for twenty (20) consecutive trading days.
- These options are service options that vest based upon the passage of time and the reporting person's continued service with the
- (10) Company. 25% of these options became exercisable on 2/25/2012, 25% of these options became exercisable on 2/25/2013, 25% of these options become exercisable on 2/25/2014, and the remaining 25% of these options become exercisable on 2/25/2015.

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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