

TransUnion
Form 4
March 24, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
GOLDMAN SACHS GROUP INC

(Last) (First) (Middle)
200 WEST STREET

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TransUnion [TRU]

3. Date of Earliest Transaction (Month/Day/Year)
03/22-04:00/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/22-04:00/2017 | | S | | 992,500 (4) | D | \$ 36.57 |
| | | | | | 44,788,398 (5) | I | |

See footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9)

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. 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GOLDMAN SACHS GROUP INC
200 WEST STREET
NEW YORK, NY 10282

GOLDMAN SACHS & CO
200 WEST STREET
NEW YORK, NY 10282

GS Capital Partners VI Fund, L.P.
200 WEST STREET
NEW YORK, NY 10282

GS Capital Partners VI Parallel LP
200 WEST STREET
NEW YORK, NY 10282

GS Advisors VI, L.L.C.
200 WEST STREET
NEW YORK, NY 10282

SpartanShield Holdings
200 WEST STREET
NEW YORK, NY 10282

GS Capital Partners VI GmbH & Co KG
200 WEST STREET
NEW YORK, NY 10282

GOLDMAN, SACHS MANAGEMENT GP GMBH
200 WEST STREET
NEW YORK, NY 10282

MBD 2011 Holdings, L.P.
 200 WEST STREET
 NEW YORK, NY 10282

MBD 2011 Offshore Advisors, Inc.
 200 WEST STREET
 NEW YORK, NY 10282

Signatures

| | |
|---------------------------------------|------------------|
| /s/ Yvette Kusic, Attorney-in-fact | 03/24-04:00/2017 |
| __Signature of Reporting Person | Date |
| /s/ Yvette Kusic, Attorney-in-fact | 03/24-04:00/2017 |
| __Signature of Reporting Person | Date |
| /s/ Yvette Kusic, Attorney-in-fact | 03/24-04:00/2017 |
| __Signature of Reporting Person | Date |
| /s/ Yvette Kusic, Attorney-in-fact | 03/24-04:00/2017 |
| __Signature of Reporting Person | Date |
| /s/ Yvette Kusic, Attorney-in-fact | 03/24-04:00/2017 |
| __Signature of Reporting Person | Date |
| /s/ Yvette Kusic, Attorney-in-fact | 03/24-04:00/2017 |
| __Signature of Reporting Person | Date |
| /s/ Yvette Kusic, Attorney-in-fact | 03/24-04:00/2017 |
| __Signature of Reporting Person | Date |
| /s/ Yvette Kusic, Attorney-in-fact | 03/24-04:00/2017 |
| __Signature of Reporting Person | Date |
| /s/ Yvette Kusic, Attorney-in-fact | 03/24-04:00/2017 |
| __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)

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This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GSCP VI Advisors, L.L.C. ("GSCP VI Advisors"), GS Advisors VI, L.L.C. ("GS Advisors VI"), GSCP VI Offshore Advisors, L.L.C. ("GSCP VI Offshore Advisors"), Goldman, Sachs Management GP GmbH ("GS GmbH"), MBD 2011 Offshore Advisors, Inc. ("MBD Advisors"), Opportunity Partners Offshore-B Co-Invest AIV Advisors, Ltd. ("Opportunity Advisors"), SpartanShield Holdings ("SpartanShield"), GS Capital Partners VI Fund, L.P. ("GS Capital VI"), GS Capital Partners VI Parallel, L.P. ("GS Capital VI Parallel"), GS Capital Partners VI Offshore Fund, L.P. ("GS VI Offshore"), GS Capital Partners VI GmbH & Co. KG ("GS Germany VI"), MBD 2011 Holdings, L.P. ("MBD 2011"), Bridge Street 2012 Holdings, L.P. ("Bridge Street"), (continued in next footnote)

(2) Opportunity Partners Offshore-B Co-Invest AIV, L.P. ("Opportunity," and, together with GS Capital VI, GS Capital VI Parallel, GS VI Offshore, GS Germany VI, MBD 2011 and Bridge Street, the "Funds"). GS Group, Goldman Sachs, GSCP VI Advisors, GS Advisors VI, GSCP VI Offshore Advisors, GS GmbH, MBD Advisors, Bridge Street Advisors, Opportunity Advisors, SpartanShield and the Funds are defined collectively as the "Reporting Persons."

(3) Due to the electronic system's limitation of 10 Reporting Persons per filing, this statement is being filed in duplicate.

Pursuant to an underwriting agreement, dated February 15, 2017, and in connection with the registered public offering of shares of common stock, par value \$0.01 per share (the "Common Stock"), of TransUnion, pursuant to the final prospectus supplement dated February 15, 2017, which offering was consummated on February 22, 2017, the underwriters exercised their option (the "Over-Allotment Option") to purchase additional shares of Common Stock from the selling stockholders, which included GS Capital VI, GS Capital VI Parallel and SpartanShield. The Over-Allotment Option closed on March 22, 2017. GS Capital VI, GS Capital VI Parallel and SpartanShield sold an additional 992,500 shares of Common Stock pursuant to the underwriters' exercise of the Over-Allotment Option, consisting of 387,326 shares of Common Stock sold by GS Capital VI, 106,508 shares of Common Stock sold by GS Capital VI Parallel and 498,666 shares of Common Stock sold by Spartanshield.

(5) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 1,057 shares of Common Stock. Goldman Sachs and GS Group may be deemed to beneficially own indirectly 44,787,341 shares of Common Stock by reason of the direct beneficial ownership of such shares by GS Capital VI, GS Capital VI Parallel and SpartanShield. Affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner, managing member or member of the Funds. Goldman Sachs is a subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the Funds.

(6) GS Capital VI beneficially owns directly 17,478,424 shares of Common Stock, which may be deemed to be beneficially owned indirectly by its general partner, GSCP VI Advisors. GS Capital VI Parallel beneficially owns directly 4,806,268 shares of Common Stock, which may be deemed to be beneficially owned indirectly by its general partner, GS Advisors VI. SpartanShield beneficially owns directly 22,502,649 shares of Common Stock.

(7) Shares of Common Stock that may be deemed to be beneficially owned by certain of the Funds that correspond to such Funds' partnership interests in SpartanShield consist of: (i) 14,537,937 shares of Common Stock which may be deemed to be beneficially owned indirectly by GS VI Offshore, which may be deemed to be beneficially owned indirectly by its general partner, GSCP VI Offshore Advisors, (ii) 621,184 shares of Common Stock which may be deemed to be beneficially owned indirectly by GS Germany VI, which may be deemed to be beneficially owned indirectly by its general partner, GS GmbH, (iii) 536,325 shares of Common Stock which may be deemed to be beneficially owned indirectly by MBD 2011, which may be deemed to be beneficially owned indirectly by its general partner, MBD Advisors, (continued in next footnote)

(8) (iv) 618,836 shares of Common Stock which may be deemed to be beneficially owned indirectly by Bridge Street, which may be deemed to be beneficially owned indirectly by its general partner, MBD Advisors, and (v) 6,188,367 shares of Common Stock which may be deemed to be beneficially owned indirectly by Opportunity, which may be deemed to be beneficially owned indirectly by its general partner, Opportunity Advisors.

(9) The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that any such Reporting Person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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