

RAWLINGS DARRYL

Form 4

February 26, 2019

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RAWLINGS DARRYL**

(Last) (First) (Middle)

**C/O TRUPANION, INC., 6100 4TH  
AVENUE SOUTH, SUITE 200**

(Street)

SEATTLE, WA 98108

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**TRUPANION, INC. [TRUP]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/22/2019**

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)

President and CEO

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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount (A) or (D)	Price			
Common Stock	02/25/2019		S <sup>(1)</sup>		4,000	D	\$ 29.6975 <sup>(2)</sup>	1,547,421	D
Common Stock	02/25/2019		M		4,878	A	\$ 0	1,552,299	D
Common Stock	02/25/2019		F		1,919 <sup>(3)</sup>	D	\$ 0	1,550,380	D

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (RSU)	\$ 29.93	02/22/2019		A		24,080		<u>(4)</u>	02/25/2023	Common Stock	24,080
Restricted Stock Unit (RSU)	\$ 28.01	02/25/2019		M		4,878		<u>(5)</u>	02/25/2022	Common Stock	4,878

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAWLINGS DARRYL C/O TRUPANION, INC. 6100 4TH AVENUE SOUTH, SUITE 200 SEATTLE, WA 98108	X		President and CEO	

## Signatures

/s/ Anna Szygorski as attorney-in-fact for Darryl Rawlings

02/26/2019

\_\_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).

The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by reporting person on November 13, 2018, in order to implement a plan of financial diversification. Accordingly, the reporting person had no discretion with regard to the timing of the transaction. In aggregate, the reporting person's plan is Rule 10b5-1 trading plan is part of a diversification strategy on the part of the reporting person to diversify up to 25% of the reporting person's holdings as of the date of the Company's initial public offering in July 2014 from the inception of the Rule 10b5-1 trading plan through 2025.

(2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.48 to \$30.07 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 (2).

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- (3) This Form 4 discloses the shares of common stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the vesting of the restricted stock units, and does not represent a sale by the reporting person.
- (4) The RSU vests and will convert to common stock of the Issuer as to 1/4th of the total shares on February 25, 2020, after which 1/16th of the total shares vest quarterly, subject to continued service through each vesting date.
- (5) The RSU vests and will convert to common stock of the Issuer as to 1/4th of the total shares on February 25, 2019, after which 1/16th of the total shares vest quarterly, subject to continued service through each 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.

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