Larson John P. Form 4 January 09, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person * Larson John P.

2. Issuer Name and Ticker or Trading Symbol

KAR Auction Services, Inc. [KAR]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

01/05/2018

X Director

13085 HAMILTON CROSSING

(First)

(Street)

BLVD.

10% Owner Officer (give title Other (specify

below)

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

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

CARMEL, IN 46032

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A) or Code V Amount (D) Price

(Instr. 3, 4 and 5)

Following Reported Transaction(s) (Instr. 3 and 4)

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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>					(2)(3)	(3)	Common Stock	8,010	
Phantom Stock	<u>(1)</u>	01/05/2018	A	57.2971		(3)	(3)	Common Stock	57.2971	

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Larson John P. 13085 HAMILTON CROSSING BLVD. CARMEL, IN 46032	X					

Signatures

Rebecca C. Polak as Attorney
In Fact
01/09/2018

**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) The phantom stock will convert into shares of KAR common stock on a one-for-one basis.
 - Represents director fees deferred in the reporting person's account in the KAR Auction Services, Inc. Directors Deferred Compensation Plan. 2,594 shares of phantom stock were granted on June 5, 2017 at a price of \$44.34 per share pursuant to the KAR Auction Services,
- (2) Inc. 2009 Omnibus Stock and Incentive Plan and will be settled only for shares of KAR common stock on a one-for-one basis. One-fourth of this grant vests every three months from the date of the grant and such grant is subject to forfeiture until vested. All other shares of phantom stock are vested.
- (3) The reporting person will receive shares of KAR common stock, on a one-for-one basis, at a future date(s) specified by him subject to the terms and conditions of the KAR Auction Services, Inc. Directors Deferred Compensation Plan.
 - Reflects the reinvestment of dividend equivalents in additional shares of phantom stock pursuant to the KAR Auction Services, Inc.
- (4) Directors Deferred Compensation Plan, of which 443.2078 shares are vested and the remaining shares will vest as follows: 19.6868 shares vest on March 5, 2018 and the remaining 19.6869 shares vest on June 5, 2018.

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.

Reporting Owners 2