

DealerTrack Holdings, Inc.
Form S-3MEF
October 18, 2007

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As filed with the Securities and Exchange Commission on October 18, 2007

Registration No. 333-

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

**Form S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

DealerTrack Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
incorporation or organization)*

52-2336218
*(I.R.S. Employer
Identification No.)*

7373
*(Primary Standard Industrial
Classification Code Number)*

**1111 Marcus Avenue
Suite M04
Lake Success, New York 11042
(516) 734-3600**

*(Address, including zip code, and telephone number,
including area code, of the registrant's principal executive offices)*

**Eric D. Jacobs, Esq.
Senior Vice President, General Counsel and Secretary
DealerTrack Holdings, Inc.**

**1111 Marcus Avenue
Suite M04
Lake Success, New York 11042
(516) 734-3600**

*(Name, address, including zip code, and telephone number,
including area code, of agent for service)*

Copies to:

**Stuart M. Cable, Esq.
Kenneth J. Gordon, Esq.
Goodwin Procter llp
Exchange Place
53 State Street
Boston, Massachusetts 02109
(617) 570-1000**

**Richard D. Truesdell, Jr., Esq.
Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
(212) 450-4000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-146729

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Unit | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|--------------------------------|---|--|-----------------------------------|
| Common Stock, par value \$0.01 per share (1) | 575,000 (2) | \$46.40 (3) | \$26,680,000 | \$ 820(4) |

- (1) Includes shares of our common stock to be issuable upon exercise of the underwriters' option to purchase additional shares of our common stock.
- (2) The 575,000 shares of Common Stock being registered in this Registration Statement is in addition to the 4,600,000 shares of Common Stock registered pursuant to the registrant's Registration Statement on Form S-3 filed with the Securities and Exchange Commission on October 16, 2007 (File No. 333-146729).
- (3) Based on the proposed offering price for the shares offered hereby.
- (4) Amount previously paid.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933.

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EX-5.1: OPINION OF GOODWIN PROCTER LLP

EX-23.2: CONSENT OF PRICEWATERHOUSECOOPERS LLP

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EXPLANATORY NOTE

This Registration Statement on Form S-3 is being filed with the Securities and Exchange Commission (the Commission) by DealerTrack Holdings, Inc. (the Company) pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act), and General Instruction IV of Form S-3. This Registration Statement incorporates by reference the contents of the Company s Registration Statement on Form S-3 (File No. 333-146729) including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, DealerTrack Holdings, Inc. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Success, State of New York, on October 18, 2007.

DEALERTRACK HOLDINGS, INC.

By: *
Mark F. O Neil
 Chairman of the Board, President and
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|---|--|------------------|
| * Mark F. O Neil * | Chairman of the Board, President and Chief Executive Officer (principal executive officer) | October 18, 2007 |
| * Robert J. Cox III * | Senior Vice President, Chief Financial Officer and Treasurer (principal financial and accounting officer) Lead Director | October 18, 2007 |
| * Howard L. Tischler * | Director | October 18, 2007 |
| * Thomas F. Gilman * | Director | October 18, 2007 |
| * Thomas R. Gibson * | Director | October 18, 2007 |
| * Mary Cirillo-Goldberg * | Director | October 18, 2007 |
| * John J. McDonnell, Jr. * | Director | October 18, 2007 |
| * James David Power III * | Director | October 18, 2007 |
| Ann B. Lane | | |

By: */s/ Eric D. Jacobs
Eric D. Jacobs
 Attorney-in-Fact

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EXHIBIT INDEX

| Number | Description |
|---------------|---|
| 5.1* | Opinion of Goodwin Procter LLP |
| 23.1* | Consent of Goodwin Procter LLP (included in Exhibit 5.1). |
| 23.2* | Consent of PricewaterhouseCoopers LLP. |
| 24.1 | Power of Attorney (incorporated by reference to the Company's Registration Statement on Form S-3 (File No. 333-146729)) |

* Filed herewith.