

GOLDMAN, SACHS MANAGEMENT GP GMBH
 Form 4
 June 13, 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 *
GOLDMAN SACHS & CO

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)
 200 WEST STREET
 (Street)
 NEW YORK, NY 10282
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 06/11-04:00/2013
 4. If Amendment, Date Original Filed(Month/Day/Year)

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ 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 | | Price |
| Common Stock | 06/11-04:00/2013 | | S | | 4,371,975 <u>(2)</u> <u>(4)</u> | D | \$ 20.4531 <u>(2)</u> |
| | | | | | 14,986,032 | I | |

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
 (9-02)

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 Beneficially (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 & CO
200 WEST STREET
NEW YORK, NY 10282

GOLDMAN SACHS GROUP INC
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 Offshore Fund, L.P.
200 WEST STREET
NEW YORK, NY 10282

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

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

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

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

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

GOLDMAN, SACHS MANAGEMENT GP GMBH
MESSETURM FRIEDRICH-EBERT-ANLAGE 49
FRANKFURT AM MAIN 60323

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact 06/13-04:00/2013

__Signature of Reporting Person Date

/s/ Kevin P. Treanor,
Attorney-in-fact 06/13-04:00/2013

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/s/ Kevin P. Treanor,
Attorney-in-fact 06/13-04:00/2013

__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)

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This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GS Capital Partners VI Fund, L.P. ("GS Capital"), GS Capital Partners VI Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners VI Parallel, L.P. ("GS Parallel"), GS Capital Partners VI GmbH & Co. KG ("GS Germany", and together with GS Capital, GS Offshore and GS Parallel, the "Limited Partnerships"), GSCP VI Advisors, L.L.C. ("GSCP Advisors"), GSCP VI Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), GS Advisors VI, L.L.C. ("GS Advisors"), Goldman, Sachs Management GP GmbH ("GS GmbH", and together with GSCP Advisors, GSCP Offshore Advisors, GS Advisors, the Limited Partnerships, Goldman Sachs and GS Group, the "Reporting Persons").

(2) In connection with the secondary offering (the "Secondary Offering") of common stock, par value \$0.01 per share (the "Common Stock"), of KAR Auction Services, Inc. (the "Company") by a selling stockholder pursuant to an underwriting agreement (the "Underwriting Agreement") and final prospectus supplement, each dated June 5, 2013, KAR Holdings II, LLC ("KAR LLC"), as selling stockholder, sold 15,000,000 shares of Common Stock of the Company at \$20.4531 per share, which represents the \$21.25 Secondary Offering price per share of Common Stock, less the underwriting discount of \$0.7969 per share of Common Stock. The Secondary Offering closed on June 11, 2013.

(3) The common interests of KAR LLC are held by a private investor group, which includes the Limited Partnerships. Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of the Limited Partnerships. Affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner or managing partner of the Limited Partnerships.

(4) Pursuant to the Underwriting Agreement and in connection with the Secondary Offering, the underwriters exercised their option (the "Over-Allotment Option") to purchase additional shares of Common Stock from the selling stockholder. Goldman Sachs is one of several underwriters under the Underwriting Agreement. The Over-Allotment Option closed simultaneously with the Secondary Offering on June 11, 2013. KAR LLC sold an additional 2,250,000 shares of Common Stock pursuant to the underwriters' exercise of the Over-Allotment Option.

(5) As of June 11, 2013, as a result of the Secondary Offering and the exercise of the Over-Allotment Option, GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 14,986,032 shares of Common Stock of the Company by reason of the indirect beneficial ownership of such shares by the Limited Partnerships. The Limited Partnerships may be deemed to indirectly beneficially own 14,986,032 shares of Common Stock by reason of the direct beneficial ownership of such shares by KAR LLC.

(6) As of June 11, 2013, as a result of the Secondary Offering and the exercise of the Over-Allotment Option, GS Capital, and its general partner GSCP Advisors, may be deemed to beneficially own indirectly 6,995,342 shares of Common Stock by reason of the direct beneficial ownership of such shares by KAR LLC. GS Offshore, and its general partner GSCP Offshore Advisors, may be deemed to beneficially own indirectly 5,818,476 shares of Common Stock by reason of the direct beneficial ownership of such shares by KAR LLC. GS Parallel, and its general partner GS Advisors, may be deemed to beneficially own indirectly 1,923,599 shares of Common Stock by reason of the direct beneficial ownership of such shares by KAR LLC. GS Germany, and its general partner GS GmbH, may be deemed to beneficially own indirectly 248,615 shares of Common Stock by reason of the direct beneficial ownership of such shares by KAR LLC.

(7) Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

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.