

TRUPANION INC.
Form SC 13G
February 14, 2017

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G

Under the
Securities
Exchange Act of
1934
(Amendment
No.____)*

Trupanion, Inc.
(Name of
Issuer)

Common Stock,
par value
\$0.00001 per
share
(Title of Class
of Securities)

898202106
(CUSIP
Number)

December 31,
2016
(Date of Event
Which Requires
Filing of this
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule is

filed:

ý Rule 13d-1(b)

o Rule 13d-1(c)

¨ Rule 13d-1(d)

(Page 1 of 8

Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | |
|--|---|
| 1 | NAME OF REPORTING PERSON |
| 2 | Immersion Capital LLP CHECK THE APPROPRIATE BOX IF A MEMBER (b) " |
| 3 | OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | England and Wales SOLE VOTING POWER |
| 5 | 0 SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 6 1,524,015 shares of Common Stock SOLE DISPOSITIVE POWER |
| 7 | 0 SHARED DISPOSITIVE POWER |
| 8 | 1,524,015 shares of Common Stock |
| 9 | AGGREGATE AMOUNT BENEFICIALLY |

OWNED BY EACH
REPORTING
PERSON

1,524,015 shares of
Common Stock

10

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

5.2%
TYPE OF
REPORTING
PERSON

12

IA, PN

CUSIP No. 898202106 13G Page 3 of 8 Pages

| | |
|----------|--|
| 1 | NAME OF REPORTING PERSON |
| | Jim Kandunias |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Great Britain |
| 5 | SOLE VOTING POWER |
| | 0 |
| | SHARED VOTING POWER |
| 6 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
| | 1,524,015 shares of Common Stock |
| 7 | SOLE DISPOSITIVE POWER |
| | 0 |
| | SHARED DISPOSITIVE POWER |
| 8 | 1,524,015 shares of Common Stock |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH |

REPORTING
PERSON

1,524,015 shares of
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

10

11

5.2%

TYPE OF

REPORTING

PERSON

12

IN

CUSIP No. 898202106 13G Page 4 of 8 Pages

Item 1(a). NAME OF ISSUER:

The name of the issuer is Trupanion, Inc., a Delaware corporation (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 6100 4th Avenue S, Suite 200, Seattle, Washington 98108.

Item 2(a). NAME OF PERSON FILING:

This statement is filed by:

Immersion Capital LLP, an English limited liability partnership (the "Investment Manager"), with respect (i) to the shares of Common Stock held by the fund to which the Investment Manager serves as investment manager (the "Immersion Capital Fund"); and

(ii) Mr. Jim Kandunias ("Mr. Kandunias"), who is a Partner and serves as the Chief Operating Officer of the Investment Manager, with respect to the shares of Common Stock held by the Immersion Capital Fund.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the shares of Common Stock reported herein.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of the Reporting Persons is c/o Immersion Capital LLP, Moss House, 15-16 Brooks Mews, London, W1K 4DS, United Kingdom.

Item 2(c). CITIZENSHIP:

The Investment Manager is a limited liability partnership established under the laws of England and Wales. Mr. Kandunias is a British citizen.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$0.00001 per share (the "Common Stock").

Item 2(e). CUSIP NUMBER:

898202106

CUSIP No. 898202106 13G Page 5 of 8 Pages

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (d)

(e) Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
Employee benefit plan or endowment fund in accordance with

(f) Rule 13d-1(b)(1)(ii)(F);

Parent holding company or control person in accordance with

(g) Rule 13d-1(b)(1)(ii)(G);

(h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);

(j) Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);

(k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution
in accordance with Rule
13d-1(b)(1)(ii)(J), please
specify the type of institution:

Item 4. OWNERSHIP

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

The percentages set forth in Row (11) of the cover page for each Reporting Person and elsewhere in this Schedule 13G are based on the 29,253,857 shares of Common Stock outstanding as of October 26, 2016, as

reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016 filed with the Securities and Exchange Commission on November 4, 2016.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

See Item 2. Immersion Capital Master Fund Ltd, the Immersion Capital Fund, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, more than 5% of the Common Stock.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of its or his knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 898202106 13G Page 7 of 8 Pages

SIGNATURES

After reasonable inquiry and to the best of its or his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 14, 2017

IMMERSION CAPITAL LLP

By: /s/ Jim Kandunias
Name: Jim Kandunias
Title: Partner & Chief Operating Officer

/s/ Jim Kandunias
JIM KANDUNIAS

CUSIP No. 898202106 13G Page 8 of 8 Pages

EXHIBIT I

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED as of February 14, 2017

IMMERSION CAPITAL LLP

By: /s/ Jim Kandunias
Name: Jim Kandunias
Title: Partner & Chief Operating Officer

/s/ Jim Kandunias
JIM KANDUNIAS