

TRUPANION INC.
Form 4
May 31, 2016

FORM 4

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

OMB APPROVAL

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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 *
LEVITAN DAN

(Last) (First) (Middle)

411 FIRST AVENUE SOUTH,
SUITE 600

(Street)

SEATTLE, WA 98104

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2016

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)

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/26/2016 | | J ⁽¹⁾ | | 847,787 | D | \$ 0 | 4,708,259 | I | See footnote (2) |
| Common Stock | 05/26/2016 | | J ⁽³⁾ | | 8,478 | A | \$ 0 | 8,478 | I | See footnote (3) |
| Common Stock | 05/26/2016 | | J ⁽⁴⁾ | | 116,243 | D | \$ 0 | 645,566 | I | See footnote (5) |
| Common Stock | 05/26/2016 | | J ⁽⁶⁾ | | 35,970 | D | \$ 0 | 199,761 | I | See footnote |

| | | | | | | | | | (7) |
|--------------|------------|--|-------------------|--------|---|------|--------|---|-------------------|
| Common Stock | 05/26/2016 | | J ⁽⁸⁾ | 359 | A | \$ 0 | 8,837 | I | See footnote (8) |
| Common Stock | 05/26/2016 | | J ⁽⁹⁾ | 8,837 | D | \$ 0 | 0 | I | See footnote (10) |
| Common Stock | 05/26/2016 | | J ⁽¹¹⁾ | 1,033 | A | \$ 0 | 1,033 | I | See footnote (12) |
| Common Stock | 05/26/2016 | | J ⁽¹³⁾ | 20,252 | A | \$ 0 | 20,252 | D | |

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.

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(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LEVITAN DAN 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104 | X | X | | |

Signatures

/s/ Pete McCormick, as attorney-in-fact for Dan Levitan

05/31/2016

__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) Maveron Equity Partners III, L.P. ("Maveron Equity") made pro rata distributions for no consideration of 847,787 shares of common stock of the issuer to its partners on May 26, 2016.
- Shares are owned directly by Maveron Equity. The reporting person, together with Clayton Lewis, Peter McCormick and Jason Stoffer, are members of Maveron General Partner III LLC ("Maveron GP"), which is the general partner of Maveron Equity, and may be deemed to share voting and investment power over the securities held by Maveron Equity. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (2) Shares acquired and owned directly by Maveron GP in connection with the distribution of such shares to the partners of Maveron Equity. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (3) MEP Associates III, L.P. ("Maveron Associates") made pro rata distributions for no consideration of 116,243 shares of common stock of the issuer to its partners on May 26, 2016.
- Shares are owned directly by Maveron Associates. The reporting person, together with Clayton Lewis, Peter McCormick and Jason Stoffer, are members of Maveron GP, which is the general partner of Maveron Associates, and may be deemed to share voting and investment power over the securities held by Maveron Associates. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (4) Maveron III Entrepreneurs Fund, L.P. ("Maveron Entrepreneurs") made pro rata distributions for no consideration of 35,970 shares of common stock of the issuer to its partners on May 26, 2016.
- Shares are owned directly by Maveron Entrepreneurs. The reporting person, together with Clayton Lewis, Peter McCormick and Jason Stoffer, are members of Maveron GP, which is the general partner of Maveron Entrepreneurs, and may be deemed to share voting and investment power over the securities held by Maveron Entrepreneurs. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (5) Shares acquired and owned directly by Maveron GP in connection with the distribution of such shares to the partners of Maveron Entrepreneurs. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (6) Maveron GP made pro rata distributions for no consideration of 8,837 shares of common stock of the issuer to its members on May 26, 2016.
- (7) Shares owned directly by Maveron GP.
- (8) Shares acquired by Maveron LLC in connection with the distribution of such shares to the partners of Maveron Equity and Maveron Entrepreneurs.
- Shares are owned directly by Maveron LLC. The reporting person is a member of Maveron LLC, and may be deemed to share voting and investment power over the securities held by Maveron LLC. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (9) Shares acquired by the reporting person in connection with the distribution of such shares to the partners of Maveron GP and Maveron Associates.
- (10)
- (11)
- (12)
- (13)

Remarks:

Each reporting person disclaims the existence of a "group" and disclaims beneficial ownership of any securities except to the e

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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