

DealerTrack Holdings, Inc.  
Form 4  
December 16, 2005

# 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  
ACF INVESTMENT CORP

2. Issuer Name and Ticker or Trading Symbol  
DealerTrack Holdings, Inc. [TRAK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
801 CHERRY, SUITE 3900  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/16/2005

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

FT. WORTH, TX 76102

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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  | (A) or (D)   | Price                                      |
| Common Stock (1)                | 12/16/2005                           |  | C                              |   | 3,402,768   | A  | 11   |
| Common Stock                    | 12/16/2005                           |  | S                              |   | 758,526   | D  | \$ 15.81                                   |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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) |              |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number Shares |
| Convertible Series B participating preferred stock | (2)  | 12/16/2005                           |  | C                              | 1,118,750   | (3)  | (4)   | Common Stock | 1,825                |
| Convertible Series C participating preferred stock | (5)  | 12/16/2005                           |  | C                              | 1,347,051   | (6)  | (7)   | Common Stock | 1,576                |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ACF INVESTMENT CORP<br>801 CHERRY, SUITE 3900<br>FT. WORTH, TX 76102 |               | X         |         |       |

## Signatures

/s/ J. MICHAEL  
MAY 12/16/2005

\*\*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 Convertible Series B participating preferred stock was automatically converted to common stock on a 1-to-1.6321 basis upon the consummation of the public offering. The Convertible Series C participating preferred stock was automatically converted to common stock on a 1-to-1.1706 basis upon the consummation of the public offering.
- (2) The Convertible Series B participating preferred stock was automatically converted to common stock on a 1-to-1.6321 basis upon the consummation of the public offering.
- (3) The Convertible Series B participating preferred stock was automatically converted to common stock on a 1-to-1.6321 basis upon the consummation of the public offering.
- (4) The Convertible Series B participating preferred stock was automatically converted to common stock on a 1-to-1.6321 basis upon the consummation of the public offering.
- (5) The Convertible Series C participating preferred stock was automatically converted to common stock on a 1-to-1.1706 basis upon the consummation of the public offering.

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- (6) The Convertible Series C participating preferred stock was automatically converted to common stock on a 1-to-1.1706 basis upon the consummation of the public offering.
- (7) The Convertible Series C participating preferred stock was automatically converted to common stock on a 1-to-1.1706 basis upon the consummation of the public offering.

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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