

Blair John Allen
 Form 3
 December 12, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * Blair John Allen (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 12/12/2005 | 3. Issuer Name and Ticker or Trading Symbol DealerTrack Holdings, Inc. [TRAK] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) * | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|--|--|--|--|--|

C/O DEALERTRACK
 HOLDINGS, INC., 1111
 MARCUS AVENUE, SUITE
 M04
 (Street)

LAKE SUCCESS, NY 11042
 (City) (State) (Zip)

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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 58,936 | D | À |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

Edgar Filing: Blair John Allen - Form 3

| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--|------------------|-----------------|---------------------|----------------------------|------------------------------|---|--------------------|
| Non-Qualified Stock Option (right to buy) | Â (1) | 05/25/2015 | Common Stock | 40,000 | \$ 12.92 | D | Â |
| Convertible Series A-1 Participating Preferred Stock | Â (2) | Â (2) | Common Stock | 979,919 | \$ (2) | I | By DJR US, LLC (3) |
| Convertible Series C Preferred Stock | Â (4) | Â (4) | Common Stock | 316,749 | \$ (4) | I | By DJR US, LLC (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Blair John Allen C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042 | Â | Â | Â * | Â |

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for John Allen Blair

12/12/2005

 Signature of Reporting Person

____ Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 25% of the shares subject to the option will vest on the first anniversary date of May 26, 2005, and 1/36th of the remaining shares subject to the option will vest each month thereafter, such that 100% of the shares subject to the option will be fully vested on May 26, 2009.

(2) The shares of Convertible Series A-1 Participating Preferred Stock shall automatically convert into shares of common stock on a 1-to-1.5688 basis upon the closing of the Issuer's initial public offering. DJR US, LLC holds such shares and will sell a total of 289,046 shares of common stock in the Issuer's initial public offering.

(3) Douglas W. Aiken is a Manager and Member of, and John A. Blair and Raj Sundaram are Members of, DJR US, LLC (formerly known as Automotive Lease Guide (alg), LLC), and, as such, exercise voting and/or dispositive powers over the shares held by DJR US, LLC. Each of Messrs. Aiken, Blair and Sundaram disclaims beneficial ownership of all of the shares held by DJR US, LLC except to the extent of his pecuniary interest therein.

(4) The shares of Convertible Series C Preferred Stock shall automatically convert into shares of common stock on a 1-to-1.1706 basis upon the closing of the Issuer's initial public offering. DJR US, LLC holds such shares and will sell a total of 289,046 shares of common stock in the Issuer's initial public offering.

Â

Remarks:

* Â Mr. Â Blair Â is Â the Â Chief Â Executive Â Officer Â of Â DealerTrack Â Data Â Services, Â Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Edgar Filing: Blair John Allen - Form 3

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.