

Tischler Howard  
Form 4  
December 20, 2005

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Tischler Howard

(Last) (First) (Middle)

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

(Street)

LAKE SUCCESS, NY 11042

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

DealerTrack Holdings, Inc. [TRAK]

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

12/16/2005

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/16/2005		C		4,071,618	A (1)	4,071,618 (2)	I		First American Credit Management Solutions, Inc. (3)
Common Stock	12/16/2005		C		1,357,206	A (4)	5,428,824 (2)	I		First American Credit Management Solutions,

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Inc. <sup>(3)</sup>

Common Stock 12/16/2005 P 5,000 A \$ 17 8,500 <sup>(5)</sup> 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.**

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Convertible Series A-2 Preferred Stock	<u>(1)</u>	12/16/2005		C		4,071,618		<u>(1)</u>	<u>(1)</u>	Common Stock	4,071,
Convertible Series C-3 Preferred Stock	<u>(4)</u>	12/16/2005		C		1,357,206		<u>(4)</u>	<u>(4)</u>	Common Stock	1,357,

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Tischler Howard C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042	X

## Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Howard L. Tischler 12/20/2005

\_\_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) Shares of Convertible Series A-2 Preferred Stock were automatically converted into shares of common stock on a 1-to-1 basis upon the closing of the Issuer's initial public offering on December 16, 2005.
- (2) Excludes 3,500 shares of restricted common stock held directly by Mr. Tischler, as initially disclosed on Mr. Tischler's Form 3.
- (3) First American Credit Management Solutions, Inc. ("CMSI") is a wholly-owned subsidiary of First Advantage Corporation, a publicly traded company. First Advantage Corporation may be deemed a beneficial owner of the shares held by CMSI; however, it disclaims beneficial ownership except to the extent of its pecuniary interest. Mr. Tischler is Group President of First Advantage Dealer Services, an affiliate of CMSI. Mr. Tischler disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (4) Shares of Convertible Series C-3 Preferred Stock were automatically converted into shares of common stock on a 1-to-1 basis upon the closing of the Issuer's initial public offering on December 16, 2005.
- (5) Includes 3,500 shares of restricted common stock held directly by Mr. Tischler, as initially disclosed on Mr. Tischler's Form 3.

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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