

O'Neil Mark F
 Form 3
 December 12, 2005

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

OMB APPROVAL
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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 * Ô O'Neil Mark F (Last) (First) (Middle) C/O DEALERTRACK HOLDINGS, INC., Ô 1111 MARCUS AVENUE, SUITE M04 (Street) LAKE SUCCESS, Ô NY Ô 11042 (City) (State) (Zip)	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 checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chairman of Board, Pres. & CEO	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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)
Restricted Common Stock	30,000 ⁽¹⁾	D	Ô
Common Stock	100,000	I	By Self as Trustee for The Mark F. O'Neil Qualified Grantor Retained Annuity Trust
Common Stock	50,000	I	By Spouse
Common Stock	75,000	D	Ô

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

SEC 1473 (7-02)

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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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-Qualified Stock Option (right to buy)	Â <u>(2)</u>	05/25/2015	Common Stock	125,000	\$ 12.92	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(3)</u>	08/17/2014	Common Stock	167,000	\$ 2.8	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(4)</u>	05/02/2014	Common Stock	125,000	\$ 2.8	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(5)</u>	05/02/2014	Common Stock	100,000	\$ 2.8	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(6)</u>	05/02/2014	Common Stock	10,000	\$ 2.8	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(7)</u>	02/13/2011	Common Stock	7,501	\$ 2.8	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(8)</u>	12/31/2012	Common Stock	197,452	\$ 2.8	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(9)</u>	01/15/2012	Common Stock	224,941	\$ 3.12	D	Â
Convertible Series C-2 Preferred Stock	Â <u>(10)</u>	Â <u>(10)</u>	Common Stock	34,121	\$ <u>(10)</u>	D	Â
Convertible Series C-1 Preferred Stock	Â <u>(11)</u>	Â <u>(11)</u>	Common Stock	1,164	\$ <u>(11)</u>	I	By Spouse, as a limited partner of GRP II Partners, L.P. <u>(11)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ONeil Mark F C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042	Â X	Â	Â Chairman of Board, Pres. & CEO	Â

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Mark F.
O'Neil

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 of restricted common stock will vest yearly from May 26, 2005, such that 100% of the shares will be fully vested on May 26, 2009.
- (2) 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 on the first day of each full month thereafter, such that 100% of the shares subject to the option will be fully vested on June 1, 2009.
- (3) 25% of the shares subject to the option will vest on the first anniversary date of August 18, 2004, 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 August 18, 2008.
- (4) 5/36th of the shares subject to the option will vest on June 1, 2004, 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 January 1, 2007.
- (5) 25% of the shares subject to the option will vest on the first anniversary date of January 1, 2004, 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 January 1, 2008.
- (6) 100% of the shares subject to the option are fully vested and exercisable.
- (7) 100% of the shares subject to the option are fully vested and exercisable.
- (8) An option to purchase 250,000 shares of common stock was originally granted and Mr. O'Neil has exercised his option to purchase 52,548 of such shares. 25% of the originally granted shares subject to the option will vest on the first anniversary date of January 1, 2003, 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 January 1, 2007.
- (9) 25% of the shares subject to the option will vest on the first anniversary date of January 16, 2002, 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 January 16, 2006.
- (10) The shares of Convertible Series C-2 Preferred Stock will automatically convert into shares of common stock on a 1-to-1.0059 basis upon the closing of the Issuer's initial public offering.
- (11) The shares are held by GRP II Partners, L.P. Monique O'Neil, the spouse of Mark O'Neil, is a limited partner of GRP II Partners, L.P. Through this partnership interest, she has an indirect economic interest in approximately 1,103 shares of Convertible Series C-1 Preferred Stock, which will automatically convert into shares of common stock on a 1-to-1.0555 basis upon the closing of the Issuer's initial 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. 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.