

TRUPANION INC.

Form 4

July 23, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BEAUMONT PETER R.

(Last) (First) (Middle)

**C/O TRUPANION, INC., 907 NW
BALLARD WAY**

(Street)

SEATTLE, WA 98107

(City) (State) (Zip)

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

TRUPANION INC. [TRUP]

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

07/23/2014

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)
Common Stock	07/23/2014		C	29,410 A <u>(1)</u>	31,333	D	
Common Stock	07/23/2014		C	24,033 A <u>(2)</u>	55,366	D	
Common Stock	07/23/2014		C	66,670 A <u>(3)</u>	169,674	I	By spouse

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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. L
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Series B Convertible Preferred Stock	(1)	07/23/2014		C	29,410	(1) (1)	Common Stock	29,410
Series C Convertible Preferred Stock	(2)	07/23/2014		C	24,033	(2) (2)	Common Stock	24,033
Series A Convertible Preferred Stock	(3)	07/23/2014		C	66,670	(3) (3)	Common Stock	66,670

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEAUMONT PETER R. C/O TRUPANION, INC. 907 NW BALLARD WAY SEATTLE, WA 98107			X	

Signatures

/s/ Charlotte Sim-Warner as attorney-in-fact for Peter R.
Beaumont

07/23/2014

__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) Each share of the issuer's Series B Convertible Preferred Stock converted into 1 share of the issuer's Common Stock on July 23, 2014 in connection with the closing of the issuer's sale of its Common Stock in its firm commitment initial public offering (the "IPO") pursuant to

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a registration statement on Form S-1 (File No. 333-196814) under the Securities Act of 1933, as amended (the "Registration Statement"), and had no expiration date.

- (2) Each share of the issuer's Series C Convertible Preferred Stock converted into 1 share of the issuer's Common Stock on July 23, 2014 in connection with the closing of the issuer's sale of its Common Stock in its IPO pursuant to the Registration Statement, and had no expiration date.

- (3) Each share of the issuer's Series A Convertible Preferred Stock converted into 1 share of the issuer's Common Stock on July 23, 2014 in connection with the closing of the issuer's sale of its Common Stock in its IPO pursuant to the Registration Statement, and had no expiration date.

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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