

TRUPANION INC.
Form 5
February 13, 2017

FORM 5

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

OMB APPROVAL
OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
NOVOTNY GLENN W

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
TRUPANION INC. [TRUP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O TRUPANION, INC., 6100
4TH AVENUE SOUTH, SUITE 200

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2016

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

SEATTLE, WA 98108

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(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) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|

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

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SEC 2270 (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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. I |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|------|

| Derivative Security | Price | | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|---------|-----|---|-----|-----|-----|------------------|-----------------|--------|----------------------------|
| | (A) | (D) | (A) | (D) | (A) | (D) | | | | |
| Stock Option (right to buy) | \$ 8.57 | Â | Â | Â | Â | Â | 02/05/2026 | Common Stock | 22,530 | |
| | | | | | | | | | (2) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NOVOTNY GLENN W C/O TRUPANION, INC. 6100 4TH AVENUE SOUTH, SUITE 200 SEATTLE, WA 98108 | Â X | Â | Â | Â |

Signatures

/s/ Charlotte Sim-Warner as attorney-in-fact for Glenn Novotny

02/13/2017

__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 option vests as to 25% of the total shares on each of March 31, 2016, June 30, 2016, September 30, 2016, and December 31, 2016, subject to the reporting person's provision of services to the issuer on each vesting date.
- (2) Represents the number of shares remaining after the cancellation of shares in connection with the reporting person's resignation as the chair of a board committee. No consideration was paid in connection with the partial cancellation of this option.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.