

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 16, 2016

TRUPANION, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-36537
(Commission
File Number)

83-0480694
(IRS Employer
Identification No.)

6100 4th Avenue S, Suite 200
Seattle, Washington 98108
(Address of principal executive offices, including zip code)

(855) 727 - 9079
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry Into a Material Definitive Agreement.

On December 16, 2016, Trupanion, Inc. (the "Company") and its subsidiary Trupanion Managers USA, Inc., entered into a syndicated Loan and Security Agreement (the "Agreement") with Pacific Western Bank, a California state chartered bank (the "PWB"), and Western Alliance Bank, an Arizona corporation ("WAB", and together with PWB, the "Lenders") pursuant to which WAB has agreed to provide \$10M as part of a syndication arrangement with the Company's existing \$20M credit facility, for a new aggregate credit facility of \$30M (the "Syndicated Credit Facility").

Interest on the revolving line of credit accrues at a variable annual rate equal to the greater of 4.5% or 1.25% plus the prime rate. The Syndicated Credit Facility Agreement has an initial term that runs through December 16, 2018 and will be automatically renewed for additional one additional twelve (12)-month period commencing from December 16, 2018 (each such anniversary, a "Termination Date") unless PWB, as the administrative agent on behalf of the Lenders, provides written notice that it will not extend the Term no later than eleven (11) months prior to December 16, 2018.

The Syndicated Credit Facility requires us to maintain certain financial covenants, including having our subsidiary, American Pet Insurance Company ("APIC"), maintain statutory capital and surplus at all times of not less than the greater of the amount required by APIC or 110% of the highest amount of statutory capital and surplus required in any state in which APIC is licensed; maintaining a minimum balance of cash, investments, CDARS products, and other instruments maintained by Lenders in an aggregate amount of not less than \$2 million on a pro rata basis in our accounts with the Lenders (including for such purposes, APIC's cash and depository products at PWB); achieving certain quarterly revenue; and remaining within certain minimum EBITDA loss levels. "EBITDA" means with respect to any fiscal period, an amount equal to earnings before the sum of (a) tax, plus (b) depreciation and amortization, plus (c) interest and non-cash expenses, plus (d) any non-cash stock compensation expenses, plus (e) loss from equity method investments, and minus gain from equity method investments.

The Syndicated Credit Facility also requires us to maintain certain non-financial covenants, including those that restrict our ability to dispose of our assets, change the name, location, office or executive management of our business, merge with or acquire other entities, incur other indebtedness, incur encumbrances, pay dividends or make distributions to holders of our capital stock, make investments, make capitalized expenditures in excess of \$1 million in the aggregate in any fiscal quarter, engage in transactions with our affiliates, permit withdrawals from APIC (with certain exceptions) and conduct operations in certain of our Canadian subsidiaries without prior written consent by the PWB. As of December 16, 2016, we were in compliance with each of the financial and non-financial covenants.

Our obligations under the Syndicated Credit Facility are secured by substantially all of our assets and a pledge of certain of our subsidiaries' stock. As of December 16, 2016, we had \$5.0 million outstanding under this facility.

The foregoing description of the Syndicated Credit Facility is a summary, is not complete, and is qualified in its entirety by the terms and conditions of the actual Agreement, which will be filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2016.

A copy of the Company's press release announcing the Syndicated Credit Facility is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press release issued by Trupanion Inc. dated December 21, 2016

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TRUPANION, INC.

By: /s/ Tricia Plouf

Name: Tricia Plouf

Title: Chief Financial
Officer

Date: December 21, 2016

Trupanion Increases and Extends Credit Facility

- *Increases borrowing capacity to \$30 million under revolving line of credit, providing additional financial flexibility*
- *Existing lender Square 1 and Bridge Bank partner in a newly created syndicate of lenders to continue to support the growth of Trupanion*

SEATTLE, WA. December 21, 2016 -- [Trupanion](#), Inc. (Nasdaq: TRUP), a leading provider of medical insurance for cats and dogs, today announced that it has successfully amended its revolving credit facility, including an increase in the maximum borrowing amount from \$20 million to \$30 million and an extension of the facility through December 2018. In addition, Bridge Bank, a division of Western Alliance Bank, joins existing lender Square 1 Bank, a division of Pacific Western Bank, in a newly created syndicate.

"I'm pleased with the additional borrowing capacity and flexibility that our newly upsized credit facility will provide us," stated Tricia Plouf, CFO of Trupanion. "The strength of our financial position has allowed us to increase our access to relatively low cost, non-dilutive capital to fund our continued growth plans."

Square 1 will agent the \$30 million credit facility and Bridge Bank will join the syndicate as a new lender. Adam Glick, Senior Vice President of Syndications and Technology Banking at Square 1 added, "Square 1 is proud to be able to expand our nearly decade long relationship with Trupanion and to continue to support the company's growth trajectory with Bridge Bank."

"Our relationship with Trupanion is emblematic of how we work with businesses. We create a trusted, collaborative environment that helps a business reach its next breakthrough idea with confidence," said Jeff Brown, Vice President at Bridge Bank. "We are looking forward to working closely with Trupanion to help further its mission to give pet owners peace of mind."

About Trupanion

Trupanion is a leading provider of medical insurance for cats and dogs throughout the United States and Canada. For almost two decades, Trupanion has given pet owners peace of mind so they can focus on their pet's recovery, not financial stress. Trupanion is committed to providing pet owners with the highest value in pet medical insurance. Trupanion is listed on the Nasdaq Stock Exchange under the symbol TRUP. The company was founded in 2000 and is headquartered in Seattle, WA. Trupanion policies are issued, in the United States, by its wholly-owned insurance entity American Pet Insurance Company and, in Canada, by Omega General Insurance Company. For more information please visit [Trupanion.com](#).

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 relating to, among other things, expectations, plans, prospects and financial results for Trupanion, including, but not limited to, its expectations regarding its ability to execute its business plans and financial objectives and its future operating results and expenditures. These forward-looking statements are based upon the current expectations and beliefs of Trupanion's management as of the date of this press release, and are subject to certain risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. All forward-looking statements made in this press release are based on information available to Trupanion as of the date hereof, and Trupanion has no obligation to update these forward-looking statements.

In particular, the following factors, among others, could cause results to differ materially from those expressed or implied by such forward-looking statements: the ability to achieve or maintain profitability and/or appropriate

levels of cash flow in future periods; the accuracy of assumptions used in determining appropriate member acquisition expenditures; the severity and frequency of claims; the ability to maintain high retention rates; the accuracy of assumptions used in pricing medical plan subscriptions and the ability to accurately estimate the impact of new products or offerings on claims frequency; actual claims expense exceeding estimates; regulatory and other constraints on the ability to institute, or the decision to otherwise delay, pricing modifications in response to changes in actual or estimated claims expense; the effectiveness and statutory or regulatory compliance of our Territory Partner model and of our Territory Partners, veterinarians and other third parties in recommending medical plan subscriptions to potential members; the ability to increase the number of Territory Partners and active hospitals; compliance by us and those referring us members with laws and regulations that apply to our business, including the sale of a pet medical plan; fluctuations in the Canadian currency exchange rate; the ability to protect our proprietary and member information; the ability to maintain our culture and team; the ability to maintain the requisite amount of risk-based capital; the ability to protect and enforce Trupanion's intellectual property rights; third-party claims including litigation and regulatory actions; and the ability to recognize benefits from investments in new solutions and enhancements to Trupanion's technology platform and website.

For a detailed discussion of these and other cautionary statements, please refer to the risk factors discussed in filings with the Securities and Exchange Commission (SEC), including but not limited to, Trupanion's Annual Report on Form 10-K for the year ended December 31, 2015 and any subsequently filed reports on Forms 10-Q and 8-K. All documents are available through the SEC's Electronic Data Gathering Analysis and Retrieval system at www.sec.gov or the Investor Relations section of Trupanion's website at <http://investors.trupanion.com>.

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