

# FORM 4

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

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

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

|                                                                                             |                                                                   |                                                                                                                                                                                                                |
|---------------------------------------------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person *                                                   | 2. Issuer Name and Ticker or Trading Symbol                       | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)                                                                                                                                     |
| <b>DOAK MICHAEL</b>                                                                         | <b>TRUPANION, INC. [ TRUP ]</b>                                   | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)                          |
| (Last) (First) (Middle)<br><b>C/O TRUPANION, INC., 6100 4TH<br/>AVENUE SOUTH, SUITE 200</b> | 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>12/31/2019</b> |                                                                                                                                                                                                                |
| (Street)<br><b>SEATTLE, WA 98108</b>                                                        | 4. If Amendment, Date Original Filed (MM/DD/YYYY)                 | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) (State) (Zip)                                                                        |                                                                   |                                                                                                                                                                                                                |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------------|------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                |                                         | Code                         | V                                                                       | Amount                                                                                              | (A) or<br>(D)                                                           | Price                                                             |
| Common Stock                       | 12/31/2019     |                                         | M                            |                                                                         | 783                                                                                                 | A                                                                       | \$0 (U)                                                           |
|                                    |                |                                         |                              |                                                                         | 5780                                                                                                |                                                                         | D                                                                 |

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------------|--------------------------------------------------------|----------------|-----------------------------------|---------------------------|---|----------------------------------------------------------------------------------------|-----|-----------------------------------------|-----------------|-----------------------------------------------------------------------------------|----------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|
|                                          |                                                        |                |                                   | Code                      | V | (A)                                                                                    | (D) | Date Exercisable                        | Expiration Date | Title                                                                             | Amount or Number of Shares |                                            |                                                                                                    |                                                                                  |                                                        |
| Restricted Stock Unit (RSU)              | \$29.93                                                | 12/31/2019     |                                   | M                         |   |                                                                                        | 783 | (2)                                     | 12/31/2019      | Common Stock                                                                      | 783.0                      | \$0                                        | 0                                                                                                  | D                                                                                |                                                        |

#### Explanation of Responses:

- The RSU converts into common stock on a one-for-one basis.
- The RSU vested and converted into common stock of the Issuer as to 25% of the total shares on each of March 31, 2019, June 30, 2019, September 30, 2019, and December 31, 2019, subject to continued service through each vesting date.

#### Reporting Owners

| Reporting Owner Name / Address                                                                                           | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                          | Director      | 10% Owner | Officer | Other |
| <b>DOAK MICHAEL</b><br><b>C/O TRUPANION, INC.</b><br><b>6100 4TH AVENUE SOUTH, SUITE 200</b><br><b>SEATTLE, WA 98108</b> | <b>X</b>      |           |         |       |

#### Signatures

/s/ Charlotte Sim-Warner as attorney-in-fact for Michael Doak

1/3/2020

\*\*Signature of Reporting Person

Date

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

\* 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).

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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