

# FORM 4

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

OMB APPROVAL  
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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

<b>1. Name and Address of Reporting Person *</b>  <b>RAWLINGS DARRYL</b>  (Last) (First) (Middle)  <b>C/O TRUPANION, INC., 6100 4TH AVENUE SOUTH, SUITE 200</b>  (Street)  <b>SEATTLE, WA 98108</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>TRUPANION, INC. [ TRUP ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/22/2019</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President and CEO</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	2/25/2019		S (1)		4000	D	\$29.6975 (2)	1547421	D	
Common Stock	2/25/2019		M		4878	A	\$0	1552299	D	
Common Stock	2/25/2019		F		1919 (3)	D	\$0	1550380	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	2/22/2019		A		24080		(4)	2/25/2023	Common Stock	24080.0	\$0	24080	D	
Restricted Stock Unit (RSU)	\$28.01	2/25/2019		M		4878		(5)	2/25/2022	Common Stock	4878.0	\$0	14634	D	

**Explanation of Responses:**

- (1) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by reporting person on November 13, 2018, in order to implement a plan of financial diversification. Accordingly, the reporting person had no discretion with regard to the timing of the transaction. In aggregate, the reporting person's plan is Rule 10b5-1 trading plan is part of a diversification strategy on the part of the reporting person to diversify up to 25% of the reporting person's holdings as of the date of the Company's initial public offering in July 2014 from the inception of the Rule 10b5-1 trading plan through 2025.
- (2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.48 to \$30.07 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2).
- (3) This Form 4 discloses the shares of common stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the vesting of the restricted stock units, and does not represent a sale by the reporting person.
- (4) The RSU vests and will convert to common stock of the Issuer as to 1/4th of the total shares on February 25, 2020, after which 1/16th of the total shares vest quarterly, subject to continued service through each vesting date.
- (5) The RSU vests and will convert to common stock of the Issuer as to 1/4th of the total shares on February 25, 2019, after which 1/16th of the total shares vest quarterly, subject to continued service through each vesting date.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAWLINGS DARRYL				

C/O TRUPANION, INC. 6100 4TH AVENUE SOUTH, SUITE 200 SEATTLE, WA 98108	X		President and CEO	
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**Signatures**

/s/ Anna Szygorski as attorney-in-fact for Darryl Rawlings

2/26/2019

\*\*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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