

# FORM 4

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

OMB APPROVAL  
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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 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 (Check all applicable)	
<b>RAWLINGS DARRYL</b>		<b>TRUPANION, INC. [ TRUP ]</b>		<input checked="" type="checkbox"/> Director _____ 10% Owner	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		<input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)	
<b>C/O TRUPANION, INC., 6100 4TH AVENUE SOUTH, SUITE 200</b>		<b>2/22/2021</b>		<b>CEO</b>	
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>SEATTLE, WA 98108</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)				<input type="checkbox"/> 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. 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)			
Common Stock	2/22/2021		M		60	A	(1)	382645	D
Common Stock	2/22/2021		F		17	(2) D	\$105.42	382628	D
Common Stock	2/22/2021		M		15	A	\$0	382643	D
Common Stock	2/22/2021		F		4	(2) D	\$105.42	382639	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)	(1)	2/22/2021		A		43804		(3)	(3)	Common Stock	43804.0	\$0	43804	D	
Restricted Stock Unit (RSU)	(1)	2/22/2021		A		60		(4)	(4)	Common Stock	60.0	\$0	60	D	
Restricted Stock Unit (RSU)	(1)	2/22/2021		M			60	(4)	(4)	Common Stock	60.0	\$0	0	D	
Restricted Stock Unit (RSU)	(1)	2/22/2021		A		15		(4)	(4)	Common Stock	15.0	\$0	15	D	
Restricted Stock Unit (RSU)	(1)	2/22/2021		M			15	(4)	(4)	Common Stock	15.0	\$0	0	D	

### Explanation of Responses:

- Restricted stock units convert into common stock on a one-for-one basis.
- 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.
- On February 22, 2021, the Reporting Person was granted 43,804 restricted stock units (RSUs). The RSUs vest and will convert to common stock of the Issuer as to 1/4th of the total shares on February 25, 2022, after which 1/16th of the total shares vest quarterly, subject to continued service through each vest date.
- This RSU is fully vested on grant date.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>RAWLINGS DARRYL C/O TRUPANION, INC. 6100 4TH AVENUE SOUTH, SUITE 200 SEATTLE, WA 98108</b>	<b>X</b>		<b>CEO</b>	

**Signatures**

/s/ Charlotte Sim-Warner as attorney-in-fact for Darryl Rawlings

2/23/2021

\*\*  
—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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.