

TRUPANION INC.
Form 5
February 12, 2016

FORM 5

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

OMB APPROVAL
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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 *
SUSEN CRAIG

(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., 907 NW BALLARD WAY

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Technology Officer

SEATTLE, WA 98107

(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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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 |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|------|

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| Derivative Security | | | | 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) | | | | |
| Stock Option (right to buy) | \$ 4.05 | Â | Â | Â | Â | Â | 02/04/2023 | 02/04/2023 | Common Stock | 40,000 |
| Stock Option (right to buy) | \$ 4.8 | Â | Â | Â | Â | Â | 11/07/2023 | 11/07/2023 | Common Stock | 60,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SUSEN CRAIG C/O TRUPANION, INC. 907 NW BALLARD WAY SEATTLE, WA 98107 | Â | Â | Â Chief Technology Officer | Â |

Signatures

/s/ Charlotte Sim-Warner as attorney-in-fact for Craig Susen 02/12/2016

__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 vested as to 25% of the total shares on October 1, 2013, and then 2.0833% of the total shares vest monthly thereafter, with 100% of the total shares vested and exercisable on October 1, 2016, subject to the individual's provision of service to the issuer on each vesting date.
 - (2) Since the date of the reporting person's last ownership report, the reporting person transferred an employee stock option to purchase 6,821 shares of the Issuer's common stock to his ex-wife pursuant to a domestic relations order.
 - (3) The option vested as to 25% of the total shares on November 8, 2014, and then 2.0833% of the total shares vest monthly thereafter, with 100% of the total shares vested and exercisable on November 8, 2017, subject to the reporting person's provision of service to the issuer on each vesting date.
 - (4) Since the date of the reporting person's last ownership report, the reporting person transferred an employee stock option to purchase 2,509 shares of the Issuer's common stock to his ex-wife pursuant to a domestic relations order.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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