

TRUPANION, INC.

Reported by
WEINRAUCH STEVE

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/30/23 for the Period Ending 05/25/23

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|-------------|--|
| Address | 6100 4TH AVENUE SOUTH SUITE 400 SEATTLE, WA, 98108 |
| Telephone | 888-733-2685 |
| CIK | 0001371285 |
| Symbol | TRUP |
| SIC Code | 6324 - Hospital and Medical Service Plans |
| Industry | Life & Health Insurance |
| Sector | Financials |
| Fiscal Year | 12/31 |

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 (Check all applicable) | |
| WEINRAUCH STEVE | | TRUPANION, INC. [TRUP] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| 6100 4TH AVENUE S, SUITE 400 | | 5/25/2023 | | EVP, North Am & Vet Strategy | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| SEATTLE, WA 98108 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | Rule 10b5-1(c) Transaction Indication | | | |
| | | <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | |

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) | Price | | | |
| Common Stock | 5/25/2023 | | M | | 1,490 | A | | 35,522 | D | |
| Common Stock | 5/25/2023 | | F | | 362 | D | \$20.64 | 35,160 | D | |
| Common Stock | 5/25/2023 | | M | | 1,105 | A | | 36,265 | D | |
| Common Stock | 5/25/2023 | | F | | 269 | D | \$20.64 | 35,996 | D | |
| Common Stock | 5/25/2023 | | M | | 64 | A | | 36,060 | D | |
| Common Stock | 5/25/2023 | | F | | 15 | D | \$20.64 | 36,045 | D | |
| Common Stock | 5/25/2023 | | M | | 530 | A | | 36,575 | D | |
| Common Stock | 5/25/2023 | | F | | 129 | D | \$20.64 | 36,446 | 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) | | 5/25/2023 | | M | | | 1,490 | | 2/25/2024 | Common Stock | 1,490 | \$0 | 4,471 | D | |
| Restricted Stock Unit (RSU) | | 5/25/2023 | | M | | | 1,105 | | 2/25/2025 | Common Stock | 1,105 | \$0 | 7,737 | D | |
| Restricted Stock Unit (RSU) | | 5/25/2023 | | M | | | 64 | | 2/25/2025 | Common Stock | 64 | \$0 | 450 | D | |
| Restricted Stock Unit (RSU) | | 5/25/2023 | | M | | | 530 | | 2/25/2026 | Common Stock | 530 | \$0 | 5,837 | D | |

Explanation of Responses:

- (1) Restricted stock units convert into common stock on a one-for-one basis.
- (2) 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.
- (3) On April 3, 2020, the reporting person was granted 23,844 restricted stock units (RSUs). The RSUs vested and converted into common stock of the Issuer as to 1/4th of the total shares on February 25, 2021, after which 1/16th of the total shares vest quarterly, subject to continued service through each vest date.
- (4) On February 22, 2021, the reporting person was granted 17,685 restricted stock units (RSUs). The RSUs vested and converted into 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.

- (5) On February 22, 2021, the reporting person was granted 1,028 restricted stock units (RSUs). The RSUs vested and converted into 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.
- (6) On February 28, 2022, the reporting person was granted 8,490 restricted stock units (RSUs). The RSUs vested and converted into common stock of the Issuer as to 1/4th of the total shares on February 25, 2023, after which 1/16th of the total shares vest quarterly, subject to continued service through each vest date.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WEINRAUCH STEVE 6100 4TH AVENUE S SUITE 400 SEATTLE, WA 98108 | | | EVP, North Am & Vet Strategy | |

Signatures

/s/ Charlotte Sim-Warner as attorney-in-fact for Steve Weinrauch

5/30/2023

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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