

TRUPANION, INC.

Reported by
WHEELER SIMON

FORM 4

(Statement of Changes in Beneficial Ownership)

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

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

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

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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)
WHEELER SIMON	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)
4TH FLOOR CHARTER HOUSE, WOODLANDS ROAD	5/25/2023	EVP, Trupanion International
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
ALTRINCHAM, X0 WA14 1HF		<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		974	A	11	3,354	D	
Common Stock	5/25/2023		F		457 1/2	D	\$20.64	2,897	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit (RSU)	11	5/25/2023		M		974	11/25/2025 1/2	11/25/2025 1/2	Common Stock	974	\$0	9,743	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 November 12, 2021, the reporting person was granted 15,588 restricted stock units (RSUs). The RSUs vested and converted into common stock of the Issuer as to 1/4th of the total shares on November 25, 2022, 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
WHEELER SIMON 4TH FLOOR CHARTER HOUSE WOODLANDS ROAD ALTRINCHAM, X0 WA14 1HF			EVP, Trupanion International	

Signatures

/s/ Charlotte Sim-Warner as attorney-in-fact for Simon Wheeler

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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