

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

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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

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

OMB APPROVAL
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| | | |
|--|--|---|
| 1. Name and Address of Reporting Person [*] WHEELER SIMON (Last) (First) (Middle) 4TH FLOOR CHARTER HOUSE, WOODLANDS ROAD (Street) ALTRINCHAM, X0 WA14 1HF (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol TRUPANION, INC. [TRUP] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Trupanion International |
| 3. Date of Earliest Transaction (MM/DD/YYYY) 5/25/2023 | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 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 | (1) | | 3,354 | D |
| Common Stock | 5/25/2023 | | F | | 457 (2) | D | \$20.64 | | 2,897 | D |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative 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) | 5/25/2023 | | M | | 974 | (3) | | | 11/25/2025 (3) | Common Stock | 974 | \$0 | 9,743 | 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 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

| Relationships | | | | |
|---|----------|-----------|-------------------------------------|-------|
| Reporting Owner Name / Address | 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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