

Edgar Filing: DealerTrack Holdings, Inc. - Form SC 13G

DealerTrack Holdings, Inc.  
Form SC 13G  
February 14, 2006

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Information to be Included in Statements Filed  
Pursuant to Rule 13d-1(b), (c) and (d) and Amendments thereto  
Filed Pursuant to Rule 13d-2(b)

Dealertrack Holdings, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

242309102

-----  
(CUSIP Number)

December 31, 2005

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Issuer: Dealertrack Holdings, Inc.

CUSIP No.: 242309102

- 1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

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J.P. Morgan Partners (23A SBIC), L.P.  
13-3986302

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization Delaware

Number of Shares  
Beneficially Owned  
by Each Reporting  
Person With:

5. Sole Voting Power 5,612,821 shares of Common  
Stock held in a voting  
trust, the trustee of which  
has the voting power over  
such shares except  
1,763,965 (4.99% of the  
35.350MM shares  
outstanding) shares that  
are voted by the reporting  
person

6. Shared Voting Power

7. Sole Dispositive  
Power 5,612,821 shares of Common  
Stock held in a voting  
trust, the trustee of which  
has the voting power over  
such shares except  
1,763,965 (4.99% of the  
35.350MM shares  
outstanding) shares that  
are voted by the reporting  
person

8. Shared Dispositive  
Power

9. Aggregate Amount Beneficially Owned by  
Each Reporting Person 5,612,821 shares of Common  
Stock held in a voting  
trust, the trustee of which  
has the voting power over  
such shares except  
1,763,965 (4.99% of the  
35.350MM shares  
outstanding) shares that  
are voted by the reporting  
person

10. Check if the Aggregate Amount in Row (9) Excludes  
Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 16.6%

12. Type of Reporting Person (See Instructions) PN

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Issuer: Dealertrack Holdings, Inc.

CUSIP No.: 242309102  
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Item 1.

(a) Name of Issuer:

Dealertrack Holdings, Inc.

Address of Issuer's Principal Executive Offices:

1111 Marcus Avenue, Suite M04  
Lake Success, NY 11042

Item 2.

(a) Name of Person Filing:

J.P. Morgan Partners (23A SBIC), L.P. ("JPMP 23A SBIC")

Supplemental information relating to the ownership and control of the person filing this statement is included in Exhibit 2(a) attached hereto.

(b) Address of Principal Business Office or, if none, Residence:

1221 Avenue of the Americas  
New York, New York 10020

(c) Citizenship:

Delaware

(d) Title of Class of Securities (of Issuer):

Common Stock

(e) CUSIP Number:

242309102

Item 3. If this statement is filed pursuant to ss. 240. 13d-1(b) or 240. 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

(a) Amount Beneficially Owned:

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JPMP 23A SBIC: 5,612,821

(b) Percent of Class:

JPMP 23A SBIC: 16.6% (as of December 31, 2005)

(c) Number of shares as to which such person has:

(i) JPMP 23A SBIC: 5,612,821

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(ii) Not applicable

(iii) JPMP 23A SBIC: 5,612,821

(iv) Not applicable

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I

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certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2006

J.P. MORGAN PARTNERS (23A SBIC), L.P.

By: J.P. Morgan Partners (23A SBIC Manager), Inc.,  
Its General Partner

By: /s/ Jeffrey C. Walker

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Name: Jeffrey C. Walker  
Title: President

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EXHIBIT 2 (a)

This statement is being filed by J.P. Morgan Partners (23A SBIC), L.P., a Delaware limited partnership (hereinafter referred to as "JPMP (SBIC)"), whose principal business office is located at 1221 Avenue of the Americas, New York, New York 10020. JPMP (SBIC) is engaged in the venture capital and leveraged buyout business. The general partner of JPMP (SBIC) is J.P. Morgan Partners (23A SBIC Manager), Inc., a Delaware corporation (hereinafter referred to as "JPMP Manager"), whose principal business office is located at the same address as JPMP (SBIC), and is also indirectly (through JPMP SBIC) engaged in the venture capital and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer of JPMP Manager. As general partner of JPMP (SBIC), JPMP Manager may be deemed to beneficially own the shares held by JPMP (SBIC).

JPMP Manager is a wholly owned subsidiary of JPMorgan Chase Bank, National Association, a National Banking Association (hereinafter referred to as "JPM Chase Bank") which is engaged in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule B hereto and incorporated herein by reference and the names business addresses, principal occupations and employments of each of each executive officer and director of JPM Chase Bank. JPM Chase Bank is a wholly owned subsidiary of JPMorgan Chase & Co., a Delaware corporation (hereinafter referred to as "JP Morgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule C hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMorgan Chase.

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SCHEDULE A

J.P. Morgan Partners (23A SBIC Manager), Inc.

Executive Officers(1)

President	Jeffrey C. Walker*
Chief Investment Officer	Arnold L. Chavkin*
Managing Director	Srinivas Akkaraju*
Managing Director	Christopher Albinson*
Managing Director	Dr. Dana Beth Ardi*
Managing Director	Christopher C. Behrens*
Managing Director	John Breckenridge*
Managing Director	Julie Casella-Esposito*
Managing Director	Rodney A. Ferguson*
Managing Director	Michael R. Hannon*
Managing Director	Matthew Lori*
Managing Director	Jonathan R. Lynch*
Managing Director	Stephen McKenna*
Managing Director	Sunil Mishra*
Managing Director	Stephen P. Murray*
Managing Director	Kevin O'Brien*
Managing Director	Timothy Purcell*
Managing Director	John Reardon*
Managing Director	Faith Rosenfeld*
Managing Director	Shahan D. Soghikian*
Managing Director	William Stuek*
Managing Director	Lauren Tyler*
Managing Director	Timothy J. Walsh*
Managing Director	Richard D. Waters, Jr. *
Managing Director	Damion E. Wicker, M.D.*

Directors(1)

Jeffrey C. Walker\*

(1) Each of whom is a United States citizen

\* Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

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SCHEDULE B

J.P. MORGAN CHASE BANK, NATIONAL ASSOCIATION

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EXECUTIVE OFFICERS(1)  
-----

Chairman of the Board	William B. Harrison Jr.*
President and Chief Executive Officer	James Dimon*
Chief Information Officer	Austin A. Adams*
Co-CEO, Investment Bank	Steven D. Black*
Chief Executive Officer and Executive Vice President, Card Services	Richard J. Srednicki*
Chief Financial Officer	Michael J. Cavanagh*
Chief Administrative Officer	Frank Bisignano *
Director of Human Resources	John F. Bradley*
Co-General Counsel	Joan Guggenheimer*
Chief Investment Officer	Ina R. Drew *
Head, Commercial Banking	Samuel Todd Maclin*
Head, Strategy	Jay Mandelbaum*
Co-General Counsel	William H. McDavid*
Treasury & Securities Services	Heidi Miller*
Head, Retail Financial Services	Charles W. Scharf*
Head, Asset & Wealth Management	James E. Staley*
Chief Risk Officer	Don M. Wilson III*
MD & Co-CEO, Investment Bank	William T. Winters*

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(1) Each of whom is a United States citizen.

\* Principal occupation is employee or officer of JPMorgan Chase & Co. Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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Directors(1)  
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Name	Principal Occupation or Employment; Business or Residence Address
William B. Harrison, Jr.	Chairman and Chief Executive Office JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
James Dimon	President and Chief Operating Officer JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
David A. Coulter	Chairman, West Coast Region JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
Michael J. Cavanaugh	Chief Financial Officer

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JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

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Charles W. Scharf

Head of Retail Financial Services  
JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

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Don M. Wilson III

Chief Risk Officer  
JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

-----  
(1) Each of whom is a United States citizen.

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SCHEDULE C

JPMORGAN CHASE & CO.  
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EXECUTIVE OFFICERS(1)  
-----

Chairman of the Board  
President and Chief Executive Officer  
Chief Information Officer  
Co-CEO, Investment Bank  
Chief Executive Officer and  
Executive Vice President, Card Services  
Chief Financial Officer  
Chief Administrative Officer  
Director of Human Resources  
Co-General Counsel  
Chief Investment Officer  
Head, Commercial Banking  
Head, Strategy  
Co-General Counsel  
Treasury & Securities Services  
Head, Retail Financial Services  
Head, Asset & Wealth Management  
Chief Risk Officer  
MD & Co-CEO, Investment Bank

William B. Harrison Jr.\*  
James Dimon\*  
Austin A. Adams\*  
Steven D. Black\*  
  
Richard J. Srednicki\*  
Michael J. Cavanagh\*  
Frank Bisignano \*  
John F. Bradley\*  
Joan Guggenheimer\*  
Ina R. Drew \*  
Samuel Todd Maclin\*  
Jay Mandelbaum\*  
William H. McDavid\*  
Heidi Miller\*  
Charles W. Scharf\*  
James E. Staley\*  
Don M. Wilson III\*  
William T. Winters\*

-----  
(1) Each of whom is a United States citizen.

\* Principal occupation is employee or officer of JPMorgan Chase & Co.  
Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York,  
New York 10017.



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DIRECTORS (2)

Name	Principal Occupation or Employment; Business or Residence Address
Hans W. Becherer	Retired Chairman of the Board and Chief Executive Officer Deere & Company c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
John H. Biggs	Former Chairman and CEO TIAA - CREF c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
Lawrence A. Bossidy	Retired Chairman of the Board Honeywell International Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
Stephen B. Burke	President Comcast Cable Communications, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
James S. Crown	President Henry Crown and Company c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
James Dimon	President and Chief Executive Officer JPMorgan Chase & Co. 270 Park Avenue, 8th Floor New York, New York 10017-2070
Ellen V. Futter	President and Trustee American Museum of Natural History c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
William H. Gray, III	Retired President and Chief Executive Officer The College Fund/UNCF c/o JPMorgan Chase & Co. 270 Park Avenue

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New York, New York 10017

(2) Each of whom is a United States citizen.

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Name	Principal Occupation or Employment; Business or Residence Address
William B. Harrison, Jr.	Chairman of the Board JPMorgan Chase & Co. 270 Park Avenue, 8th Floor New York, New York 10017-2070
Laban P. Jackson, Jr.	Chairman and Chief Executive Officer Clear Creek Properties, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
Lee R. Raymond	Chairman of the Board and Chief Executive Officer Exxon Mobil Corporation c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
John W. Kessler	Owner John W. Kessler Company c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
Robert I. Lipp	Senior Advisor JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
Richard A. Monoogian	Chairman and Chief Executive Officer Masco Corporation c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
David C. Novak	Chairman and Chief Executive Officer Yum! Brands, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
William C. Weldon	Chairman and Chief Executive Officer Johnson & Johnson c/o JPMorgan Chase & Co. 270 Park Avenue

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New York, New York 10017

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