KAR Auction Services, Inc. Form SC 13G/A February 10, 2014

CUSIP No. 48238T109

13G/A

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## SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

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SCHEDULE 13G

(Rule 13d-102)

# INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No. 3)1

#### KAR AUCTION SERVICES, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share (Title of Class of Securities)

48238T109 (CUSIP Number)

December 31, 2013 (Date of Event Which Requires Filing of this Statement)

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

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x Rule 13d-1(d)

1 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

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the Act (however, see the Notes).	

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<ol> <li>NAMES OF REPORTING PERSONS:         KAR HOLDINGS II, LLC</li> <li>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (See Instructions)</li> </ol>						o x
3.	SEC USE ONLY:					
4.	CITIZENSHIP OR PLACE OF ORGANIZATION:					ware
		5.	SOLE VOTING P	OWER:	0	
	ER OF SHARES	6.	SHARED VOTING	G POWER:	0	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7.	SOLE DISPOSITI	VE POWER:	0	
		8.	SHARED DISPOS	SITIVE POWER:	0	
9.	AGGREGATE AMOUNT I PERSON:	BENEFIC	IALLY OWNED BY	EACH REPORTING	0	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: (See Instructions)					o
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):					
12.	TYPE OF REPORTING PE	CRSON (S	ee Instructions):		00	

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<ol> <li>1.</li> <li>2.</li> <li>3.</li> </ol>	NAMES OF REPORTING PERSONS: KELSO GP VII, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (See Instructions) SEC USE ONLY:					(a) (b)	o X
4.	CITIZENSHIP OR PLACE OF ORGANIZATION:					ıre	
		5.	SOLE VOTING F	POWER:	0		
NUMBER OF SHARES 6			SHARED VOTIN	G POWER:	0		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7.	SOLE DISPOSIT	IVE POWER:	0		
		8.	SHARED DISPO	SITIVE POWER:	0		
9.	9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:				0		
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: (See Instructions)			o	,		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):				0%		
12.	TYPE OF REPORTING PR	ERSON (	(See Instructions):		00		

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1. 2. 3.	NAMES OF REPORTING PERSONS: KELSO GP VII, LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (See Instructions) SEC USE ONLY:					(a) (b)	o x
			G		<b>.</b> .		
4.	CITIZENSHIP OR PLACE	E OF OR	GANIZATION:		Delawa	are	
		5.	SOLE VOTING F	POWER:	0		
NUMBER OF SHARES 6.			SHARED VOTIN	IG POWER:	0		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  8.		7.	SOLE DISPOSIT	IVE POWER:	0		
		8.	SHARED DISPO	SITIVE POWER:	0		
9.	AGGREGATE AMOUNT PERSON:	BENEF	ICIALLY OWNED BY	EACH REPORTING	0		
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: (See Instructions)				C	)	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):				0%		
12.	TYPE OF REPORTING P.	ERSON	(See Instructions):		PN		

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1. 2. 3.	NAMES OF REPORTING PERSONS: KELSO INVESTMENT ASSOCIATES VII, LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (See Instructions) SEC USE ONLY:					(a) (b)	o x
4.	CITIZENSHIP OR PLACE OF ORGANIZATION:				Delawa	are	
		5.	SOLE VOTING F	POWER:	0		
NUMBER OF SHARES 6.			SHARED VOTIN	IG POWER:	0		
PERSON WITH		7.	SOLE DISPOSIT	IVE POWER:	0		
		8.	SHARED DISPO	SITIVE POWER:	0		
9.	AGGREGATE AMOUNT PERSON:	BENEFI	CIALLY OWNED BY	EACH REPORTING	0		
10.	. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: (See Instructions)				C	)	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):				0%		
12.	TYPE OF REPORTING PI	ERSON (	(See Instructions):		PN		

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1. 2.	NAMES OF REPORTING PERSONS: KEP VI, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (See Instructions)					(a) (b)	o x
3.	SEC USE ONLY:						
4.	CITIZENSHIP OR PLACE	E OF OR	GANIZATION:		Delawa	are	
		5.	SOLE VOTING F	POWER:	0		
NUMBER OF SHARES 6.			SHARED VOTIN	G POWER:	0		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  8.		7.	SOLE DISPOSIT	IVE POWER:	0		
		8.	SHARED DISPO	SITIVE POWER:	0		
9.	AGGREGATE AMOUNT PERSON:	BENEF	ICIALLY OWNED BY	EACH REPORTING	0		
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: (See Instructions)					)	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):						
12.	TYPE OF REPORTING P	ERSON (	(See Instructions):		00		

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1. 2.	NAMES OF REPORTING PERSONS: PHILIP E. BERNEY CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (See Instructions)					(a) (b)	o x
3.	SEC USE ONLY:						
4.	CITIZENSHIP OR PLACE	OF ORG	ANIZATION:		United	l States	S
		5.	SOLE VOTING F	POWER:	0		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6.	SHARED VOTIN	G POWER:	0		
		7.	SOLE DISPOSIT	IVE POWER:	0		
		8.	SHARED DISPO	SITIVE POWER:	0		
9.	AGGREGATE AMOUNT PERSON:	BENEFIC	IALLY OWNED BY	EACH REPORTING	0		
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: (See Instructions)					0	
11.	PERCENT OF CLASS REI	PRESENT	ED BY AMOUNT IN	N ROW (9):	0%		
12.	TYPE OF REPORTING PE	ERSON (S	ee Instructions):		IN		

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FRAN 2. CHEC	FRANK K. BYNUM, JR.					(a) (b)	o x
3. SEC U	JSE ONLY:						
4. CITIZ	4. CITIZENSHIP OR PLACE OF ORGANIZATION:				United	States	S
		5.	SOLE VOTING P	OWER:	25,000		
NUMBER C BENEFICIAL		6.	SHARED VOTIN	G POWER:	0		
BY EACH R PERSON	EPORTING	7.	SOLE DISPOSITI	VE POWER:	25,000		
1 LK501	· WIIII	8.	SHARED DISPOS	SITIVE POWER:	0		
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:					25,000		
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: (See Instructions)					C	)	
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):							