

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

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:

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

the Act (however, see the Notes).

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|--|--|---|
| 1. | NAMES OF REPORTING PERSONS:
KAR HOLDINGS II, LLC | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (See Instructions) | (a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC USE ONLY: | |
| 4. | CITIZENSHIP OR PLACE OF ORGANIZATION: | Delaware |
| | 5. SOLE VOTING POWER: | 0 |
| NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH | 6. SHARED VOTING POWER: | 0 |
| | 7. SOLE DISPOSITIVE POWER: | 0 |
| | 8. SHARED DISPOSITIVE POWER: | 0 |
| 9. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: | 0 |
| 10. | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: (See Instructions) | <input type="radio"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): | 0% |
| 12. | TYPE OF REPORTING PERSON (See Instructions): | OO |
-

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|--|--|----------------|
| 1. | NAMES OF REPORTING PERSONS:
KELSO GP VII, LLC | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (See Instructions) | (a) o
(b) x |
| 3. | SEC USE ONLY: | |
| 4. | CITIZENSHIP OR PLACE OF ORGANIZATION: | Delaware |
| | 5. SOLE VOTING POWER: | 0 |
| NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH | 6. SHARED VOTING POWER: | 0 |
| | 7. SOLE DISPOSITIVE POWER: | 0 |
| | 8. SHARED DISPOSITIVE POWER: | 0 |
| 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 PERSON (See Instructions): | OO |
-

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1. NAMES OF REPORTING PERSONS:
KELSO GP VII, LP
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (See Instructions)

(a)	o
(b)	x
3. SEC USE ONLY:
4. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware
5. SOLE VOTING POWER: 0
6. SHARED VOTING POWER: 0
7. SOLE DISPOSITIVE POWER: 0
8. SHARED DISPOSITIVE POWER: 0
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 PERSON (See Instructions): PN

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- | | | |
|--|--|----------------|
| 1. | NAMES OF REPORTING PERSONS:
KELSO INVESTMENT ASSOCIATES VII, LP | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (See Instructions) | (a) o
(b) x |
| 3. | SEC USE ONLY: | |
| 4. | CITIZENSHIP OR PLACE OF ORGANIZATION: | Delaware |
| | 5. SOLE VOTING POWER: | 0 |
| NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH | 6. SHARED VOTING POWER: | 0 |
| | 7. SOLE DISPOSITIVE POWER: | 0 |
| | 8. SHARED DISPOSITIVE POWER: | 0 |
| 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 PERSON (See Instructions): | PN |
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1. NAMES OF REPORTING PERSONS:
KEP VI, LLC
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (See Instructions)

(a)	o
(b)	x
3. SEC USE ONLY:
4. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware
5. SOLE VOTING POWER: 0
6. SHARED VOTING POWER: 0
7. SOLE DISPOSITIVE POWER: 0
8. SHARED DISPOSITIVE POWER: 0
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 PERSON (See Instructions): OO

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1. NAMES OF REPORTING PERSONS:
PHILIP E. BERNEY
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (See Instructions)

(a)	o
(b)	x
3. SEC USE ONLY:
4. CITIZENSHIP OR PLACE OF ORGANIZATION:

United States

5. SOLE VOTING POWER:

0

6. SHARED VOTING POWER:

0

7. SOLE DISPOSITIVE POWER:

0

8. SHARED DISPOSITIVE POWER:

0

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 PERSON (See Instructions):

IN

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1. NAMES OF REPORTING PERSONS:
FRANK K. BYNUM, JR.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (See Instructions)

(a)	o
(b)	x
3. SEC USE ONLY:
4. CITIZENSHIP OR PLACE OF ORGANIZATION:

United States

5. SOLE VOTING POWER:

25,000

6. SHARED VOTING POWER:

0

7. SOLE DISPOSITIVE POWER:

25,000

8. SHARED DISPOSITIVE 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)

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):