

DealerTrack Holdings, Inc.

Form 8-A12G

December 06, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-A  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
DealerTrack Holdings, Inc.**

(Exact Name of Registrant as Specified in its Charter)

Delaware

52-2336218

(State of Incorporation  
or Organization)

(I.R.S. Employer  
Identification No.)

1111 Marcus Avenue, Suite M04, Lake Success, New York  
(Address of Principal Executive Offices)

11042  
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), please check the following box.

Securities Act registration statement file number to which this form relates: 333-126944

Securities to be registered pursuant to Section 12(b) of the Act: None.

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$0.01

(Title of Class)

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

**Item 1.**

**Description of Registrant's Securities to be Registered.**

The description of the common stock, par value \$0.01 per share, of DealerTrack Holdings, Inc. (the Registrant) is set forth under the caption Description of Capital Stock in the Registrant's Registration Statement on Form S-1 (File No. 333-126944) originally filed with the Securities and Exchange Commission on July 28, 2005 as amended (the Registration Statement), and in the prospectus included in the Registration Statement, and is hereby incorporated by reference in response to this item. The final prospectus, if filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated herein by reference.

**Item 2.**

The following exhibits are incorporated herein by reference as indicated below.

Exhibit Number	Description
3.2*	Form of Fifth Amended and Restated Certificate of Incorporation of DealerTrack Holdings, Inc.
3.4*	Form of Amended and Restated By-laws of DealerTrack Holdings, Inc.
4.3**	Fourth Amended and Restated Registration Rights Agreement, dated as of March 19, 2003, among DealerTrack Holdings, Inc., and the stockholders of DealerTrack Holdings, Inc. party thereto.
4.4***	Form of Certificate of Common Stock.

\* Incorporated by reference to the identically numbered exhibit to Amendment No. 3 to the Registration Statement on Form S-1 of DealerTrack Holdings, Inc. filed by DealerTrack Holdings, Inc. on October 24, 2005, as amended (File No. 333-126944).

\*\* Incorporated by reference to the identically numbered exhibit to the Registration Statement on Form S-1 of

DealerTrack  
Holdings, Inc.  
filed by  
DealerTrack  
Holdings, Inc. on  
July 28, 2005, as  
amended (File  
No. 333-126944).

\*\*\* Incorporated by  
reference to the  
identically  
numbered exhibit  
to Amendment  
No. 2 to the  
Registration  
Statement on  
Form S-1 of  
DealerTrack  
Holdings, Inc.  
filed by  
DealerTrack  
Holdings, Inc. on  
October 12, 2005,  
as amended (File  
No. 333-126944).

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: December 6, 2005

DealerTrack Holdings, Inc.

By: /s/ Eric D. Jacobs, Esq.  
Eric D. Jacobs, Esq.  
Senior Vice President,  
General Counsel and Secretary