# SEC Form 4

Smith Ian G

CAMBRIDGE

П

(Last)

(Street)

(City)

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
|--|
| Section 16. Form 4 or Form 5           |
| obligations may continue. See          |
| Instruction 1(b).                      |

1. Name and Address of Reporting Person\*

2 CANAL PARK, 4TH FLOOR

(First)

MA

(State)

02141

(Zip)

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| OMB APPR              | OVAL      |
|-----------------------|-----------|
| OMB Number:           | 3235-0287 |
| Estimated average bur | den       |
| hours per response:   | 0.5       |

| Filed    | or Section 30(h) of the Investment Company Act of 1940                        |  | 1                          |                          |  |  |  |
|----------|---|--|----------------------------|--------------------------|--|--|--|
| *        | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>CarGurus, Inc. [ CARG ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |                            |                          |  |  |  |
|          |   |  | Director                   | 10% Owner                |  |  |  |
| (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>04/17/2018                |  | Officer (give title below) | Other (specify<br>below) |  |  |  |
|          | 4. If Amendment, Date of Original Filed (Month/Dav/Year)                      | 6. Indiv   | idual or Joint/Group Filir | ng (Check Applicable     |  |  |  |

6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person

| orm   | filed | by More | than | One | Reportin | g |
|-------|-------|---------|------|-----|----------|---|
| Perso | n     |         |      |     |          |   |

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) |                                    |   | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|---------------------------------|--|---|------------------------------|------------------------------------|---|---|---|---|--|
|                                 |  | Code V Amount (A) or (D) Price                              |                              | Transaction(s)<br>(Instr. 3 and 4) |   | (1150.4)  |   |   |  |
| Class A Common Stock            | 04/17/2018                                 |   | <b>S</b> <sup>(1)</sup>      | 2,650                              | D | <b>\$32.28</b> <sup>(2)</sup>   | 790,822   | D   |  |
| Class A Common Stock            | 04/18/2018                                 |   | S <sup>(1)</sup>             | 2,650                              | D | \$32.47(3)  | 788,172   | D   |  |

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

|   |   |  | (   |                              |   |  | ,                               | • •  |                    |   |  |   |  |  |  |
|---|---|--|---|------------------------------|---|--|---------------------------------|--|--------------------|---|--|---|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | 5. Nu<br>of<br>Deriv<br>Secu<br>Acqu<br>(A) or<br>Dispo<br>of (D)<br>(Instr<br>and 5 | ative<br>rities<br>ired<br>osed | 6. Date Exerc<br>Expiration Da<br>(Month/Day/\ | ate                | 7. Title<br>Amour<br>Securi<br>Underl<br>Deriva<br>Securi<br>and 4) | nt of<br>ties<br>lying<br>tive<br>ty (Instr. 3 | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |   |  |   | Code                         | v | (A)  | (D)                             | Date<br>Exercisable                            | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares         |   |  |  |  |

#### **Explanation of Responses:**

1. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

2. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.00 to \$32.69 per share, inclusive. Information regarding the number of shares sold at each separate price will be made available from the Reporting Person upon request by the staff of the Securities and Exchange Commission, the Issuer or any security holder of the Issuer. 3. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.84 to \$32.70 per share, inclusive. Information regarding the number of shares sold at each separate price will be made available from the Reporting Person upon request by the staff of the Securities and Exchange Commission, the Issuer or any security holder of the Issuer. **Remarks:** 

### /s/ Kathleen Patton, as attorney-in-fact

#### 04/19/2018

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.