

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Steinert Langley</u>			2. Issuer Name and Ticker or Trading Symbol <u>CarGurus, Inc. [ CARG ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO, President and Chairman</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/16/2017</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>2 CANAL PARK, 4TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>CAMBRIDGE MA 02141</u>								
(City) (State) (Zip)								

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	10/16/2017		C		3,317,659	A	(1)	12,429,285	D	
Class A Common Stock	10/16/2017		S		3,378,084	D	\$14.88	9,051,201	D	
Class A Common Stock	10/16/2017		S		3,110	D	\$14.88	7,258	I	See Footnote(2)
Class A Common Stock	10/16/2017		S		3,110	D	\$14.88	7,258	I	See Footnote(3)
Class A Common Stock	10/16/2017		S		3,110	D	\$14.88	7,258	I	See Footnote(4)
Class A Common Stock	10/16/2017		S		3,110	D	\$14.88	7,258	I	See Footnote(5)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	(1)	10/16/2017		C			380,914	(1)	(1)	Class A Common Stock	2,285,485	\$0	0	D	
Series B Convertible Preferred Stock	(1)	10/16/2017		C			128,058	(1)	(1)	Class A Common Stock	768,348	\$0	0	D	
Series C Convertible Preferred Stock	(1)	10/16/2017		C			43,971	(1)	(1)	Class A Common Stock	263,826	\$0	0	D	

**Explanation of Responses:**

- Each share of the Issuer's Series A Convertible Preferred Stock converted into 6.0000023 shares of the Issuer's Class A Common Stock upon the closing of the Issuer's sale of its Class A Common Stock in its firm commitment underwritten initial public offering pursuant to a registration statement on Form S-1 (File No. 333-220495) under the Securities Act of 1933, as amended (the "IPO"), and had no expiration date. Each share of the Issuer's Series B Convertible Preferred Stock converted into 6.0000015 shares of the Issuer's Class A Common Stock upon closing of the IPO and had no expiration date. Each share of the Issuer's Series C Convertible Preferred Stock converted into 6 shares of the Issuer's Class A Common Stock upon closing of the IPO and had no expiration date.
- These shares are owned directly by an irrevocable family trust, of which Langley Steinert's mother is the beneficiary. Langley Steinert may be deemed to have indirect ownership over such shares, but expressly disclaims beneficial ownership of such shares.
- These shares are owned directly by an irrevocable family trust, of which Langley Steinert's brother is the beneficiary. Langley Steinert may be deemed to have indirect ownership over such shares, but expressly disclaims beneficial ownership of such shares.
- These shares are owned directly by an irrevocable family trust, of which Langley Steinert's mother-in-law is the beneficiary. Langley Steinert may be deemed to have indirect ownership over such shares, but expressly disclaims beneficial ownership of such shares.
- These shares are owned directly by an irrevocable family trust, of which Langley Steinert's brother is the beneficiary. Langley Steinert may be deemed to have indirect ownership over such shares, but expressly disclaims beneficial ownership of such shares.

/s/ Kathleen Patton, as attorney-in-fact 10/18/2017

\*\* 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.

