

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Parafestas Anastasios</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 Officer (give title below) Other (specify below)			
(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>ONE JOY STREET</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>BOSTON</u>	<u>MA</u>	<u>02108</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								100,000	D	
Class A Common Stock	10/16/2017		C		15,231,219	A	(1)	15,231,219	I	See Footnote(2)
Class A Common Stock	10/16/2017		S		1,523,000	D	\$14.88	13,708,219	I	See Footnote(2)
Class A Common Stock	10/16/2017		C		4,584,007	A	(1)	4,584,007	I	See Footnote(3)
Class A Common Stock	10/16/2017		S		458,000	D	\$14.88	4,126,007	I	See Footnote(3)
Class A Common Stock	10/16/2017		C		3,858,091	A	(1)	3,858,091	I	See Footnote(4)
Class A Common Stock	10/16/2017		S		385,000	D	\$14.88	3,473,091	I	See Footnote(4)
Class A Common Stock	10/16/2017		C		3,015,414	A	(1)	3,015,414	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			793,741	(1)	(1)	Class A Common Stock	4,762,447	\$0	0	I	See Footnote(2)
Series B Convertible Preferred Stock	(1)	10/16/2017		C			791,643	(1)	(1)	Class A Common Stock	4,749,859	\$0	0	I	See Footnote(2)
Series C Convertible Preferred Stock	(1)	10/16/2017		C			953,152	(1)	(1)	Class A Common Stock	5,718,912	\$0	0	I	See Footnote(2)
Series A Convertible Preferred Stock	(1)	10/16/2017		C			262,218	(1)	(1)	Class A Common Stock	1,573,309	\$0	0	I	See Footnote(3)
Series B Convertible Preferred Stock	(1)	10/16/2017		C			267,481	(1)	(1)	Class A Common Stock	1,604,886	\$0	0	I	See Footnote(3)
Series C Convertible Preferred Stock	(1)	10/16/2017		C			234,302	(1)	(1)	Class A Common Stock	1,405,812	\$0	0	I	See Footnote(3)

**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			262,218	(1)	(1)	Class A Common Stock	1,573,309	\$0	0	I	See Footnote <sup>(4)</sup>
Series B Convertible Preferred Stock	(1)	10/16/2017		C			277,136	(1)	(1)	Class A Common Stock	1,662,816	\$0	0	I	See Footnote <sup>(4)</sup>
Series C Convertible Preferred Stock	(1)	10/16/2017		C			103,661	(1)	(1)	Class A Common Stock	621,966	\$0	0	I	See Footnote <sup>(4)</sup>
Series A Convertible Preferred Stock	(1)	10/16/2017		C			170,087	(1)	(1)	Class A Common Stock	1,020,522	\$0	0	I	See Footnote <sup>(5)</sup>
Series B Convertible Preferred Stock	(1)	10/16/2017		C			292,144	(1)	(1)	Class A Common Stock	1,752,864	\$0	0	I	See Footnote <sup>(5)</sup>
Series C Convertible Preferred Stock	(1)	10/16/2017		C			40,338	(1)	(1)	Class A Common Stock	242,028	\$0	0	I	See Footnote <sup>(5)</sup>

**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.
- The shares are owned directly by Argonaut 22 LLC. Spinnaker Capital LLC is the Managing Member of Argonaut 22 LLC and Anastasios Parafestas, a director of the Issuer, is the Managing Member of Spinnaker Capital LLC. Anastasios Parafestas and Spinnaker Capital are indirect beneficial owners of the reported securities.
- The shares are owned directly by Promerica Capital LLC. Anastasios Parafestas has sole voting and investment power with respect to the shares held by Promerica Capital LLC and is an indirect beneficial owner of such shares.
- The shares are owned directly by GC Holdings Investors LLC. Anastasios Parafestas has sole voting and investment power with respect to the shares held by GC Holdings Investors LLC and is an indirect beneficial owner of such shares.
- The shares are owned directly by The RWS 2006 Family Trust. Anastasios Parafestas is a co-trustee of The RWS 2006 Family Trust and may be deemed to be an indirect beneficial owner of the shares held by The RWS 2006 Family Trust. Anastasios Parafestas expressly disclaims beneficial ownership of the shares held by The RWS 2006 Family Trust.

/s/ Anastasios Parafestas

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.

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