

**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>Allen &amp; CO LLC</u>  (Last) (First) (Middle) <u>711 FIFTH AVENUE</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CarGurus, Inc. [ CARG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Former 10% owner</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/16/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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		63,882	A	\$0.00	63,882	D	
Class A Common Stock	10/16/2017		C		4,802,155	A	\$0.00	4,802,155	D	
Class A Common Stock	10/16/2017		C		813,564	A	\$0.00	813,564	D	

**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					
Series A Preferred Stock	(1)	10/16/2017		C			10,647	(1)	(1)	Class A Common Stock	63,882 <sup>(2)</sup>	(3)	0	D
Series B Preferred Stock	(1)	10/16/2017		C			800,359	(1)	(1)	Class A Common Stock	4,802,155 <sup>(2)</sup>	(3)	0	D
Series C Preferred Stock	(1)	10/16/2017		C			135,594	(1)	(1)	Class A Common Stock	813,564 <sup>(2)</sup>	(3)	0	D

**Explanation of Responses:**

- Disclosure of conversion: each share of Series A Preferred Stock converted into 6.0000023 shares of Class A Common Stock, without payment or consideration. Each share of Series B Preferred Stock converted into 6.0000015 shares of Class A Common Stock, without payment or consideration. Each share of Series C Preferred Stock converted into 6 shares of Class A Common Stock, without payment or consideration.
- All of the Issuer's preferred stock was converted into Class A Common Stock upon the closing of its IPO. Following such conversion and issuance of additional shares in connection with the Issuer's IPO, Allen & Company LLC is the beneficial owner of less than 10% of the Issuer's outstanding Class A Common Stock.
- Pursuant to Instruction 4(c)(iii) of Form 4, this response has been left blank.

**Remarks:**

/s/ Peter Dilorio, General Counsel

10/16/2017

\*\* 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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