SEC Form 4

П

(City)

CAMBRIDGE

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).

MA

(State)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average bur	den								
hours por response:	0.5								

	or Section 30(h) of the Investment Company Act of 1940					
1. Name and Address of Reporting Person [*] Smith Ian G	2. Issuer Name and Ticker or Trading Symbol CarGurus, Inc. [CARG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>Simul Iall G</u>		X Director	10% Owner			
(Last) (First) (Middle	3. Date of Earliest Transaction (Month/Day/Year) 05/07/2018	Officer (give title below)	Other (specify below)			
2 CANAL PARK, 4TH FLOOR						
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing	(Check Applicable			
(Street)		Line) X Form filed by One Repo	rtina Person			

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

				<u>,</u>						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	05/07/2018		S ⁽¹⁾		2,650	D	\$32.11 ⁽²⁾	755,997	D	
Class A Common Stock	05/08/2018		S ⁽¹⁾		2,650	D	\$31.79 ⁽³⁾	753,347	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. Transa Code (8)		of Deriv Secu Acqu (A) or Dispo of (D) (Instr	of Expiration Date Derivative (Month/Day/Year) Securities Acquired (A) or Disposed		7. Title Amour Securi Under Deriva Securi and 4)	nt of ties ying tive ty (Instr. 3	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form:	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

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

02141

(Zip)

2. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.88 to \$32.55 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 \$31.75 to \$31.81 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

05/09/2018

** 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.

Form filed by More than One Reporting

Person