
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

CARGURUS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

04-3843478
(IRS Employer
Identification No.)

55 Cambridge Parkway, 6th Floor
Cambridge, Massachusetts 02142
(Address of principal executive offices) (Zip Code)

Omnibus Incentive Compensation Plan
(Full title of the plan)

Jason Trevisan
Chief Executive Officer
55 Cambridge Parkway, 6th Floor
Cambridge, Massachusetts 02142
(617) 354-0068
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Javier Zamora
General Counsel and Corporate Secretary
55 Cambridge Parkway, 6th Floor
Cambridge, Massachusetts 02142
(617) 354-0068

Laurie Cerveny
Benjamin Stein
Morgan, Lewis & Bockius LLP
One Federal Street
Boston, Massachusetts 02110
(617) 341-7700

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

PART II

Information Required in the Registration Statement

This Registration Statement on Form S-8 relates to the registration of an additional 3,687,010 shares (the “Shares”) of Class A Common Stock, par value \$0.001 per share (“Class A Common Stock”), of CarGurus, Inc. (the “Registrant”) to be issued pursuant to certain provisions of the Registrant’s Omnibus Incentive Compensation Plan that provide for an automatic increase in the number of shares of the Class A Common Stock authorized for issuance thereunder. The Shares are securities of the same class and relate to the same employee benefit plan, the Omnibus Incentive Compensation Plan, as that registered pursuant to the Registrant’s registration statements on Form S-8 previously filed with the U.S. Securities and Exchange Commission on October 24, 2017 ([File No. 333-221090](#)), on February 25, 2022 ([File No. 333-263031](#)) and on March 1, 2023 ([File No. 333-270169](#)) (collectively, the “Previous Registration Statements”). In accordance with General Instruction E of Form S-8, the contents of the Previous Registration Statements and the contents incorporated by reference therein are hereby incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the information set forth below.

Item 8. Exhibits

A list of exhibits filed herewith is contained in the Exhibit Index that immediately precedes the signature page hereto and is incorporated herein by reference.

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference				
		Form	File Number	Filing Date	Exhibit Number	Filed Herewith
5.1	Opinion and Consent of Morgan, Lewis & Bockius LLP.					X
23.1	Consent of Morgan, Lewis & Bockius LLP is contained in Exhibit 5.1.					X
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.					X
24.1	Power of Attorney. Reference is made to the signature page hereto.					X
99.1	Omnibus Incentive Compensation Plan and forms of agreements thereunder.	10-K	001-38233	February 12, 2021	10.4	
99.2	Form of Executive Nonqualified Stock Option Grant Agreement.	10-K	001-38233	February 12, 2021	10.4.1	
99.3	Form of Executive Time-Based Restricted Stock Unit Agreement.	10-Q	001-38233	May 3, 2018	10.3	
99.4	Form of Executive Performance-Based Restricted Stock Unit Agreement.	10-K	001-38233	February 12, 2021	10.4.3	
99.5	Form of Amendment to Performance Restricted Stock Unit Agreement.	10-K	001-38233	February 25, 2022	10.31	
99.6	Form of Non-Employee Director Restricted Stock Unit Agreement.	8-K	001-38233	March 26, 2018	10.1	
107	Filing Fee Table					X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts on this 26th day of February, 2024.

CarGurus, Inc.

By: /s/ Jason Trevisan

Jason Trevisan
Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jason Trevisan and Elisa Palazzo, and each of them, as such person's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file same, with all exhibits thereto, and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto said attorney-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jason Trevisan</u> Jason Trevisan	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 26, 2024
<u>/s/ Elisa Palazzo</u> Elisa Palazzo	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	February 26, 2024
<u>/s/ Langley Steinert</u> Langley Steinert	Executive Chair and Chair of the Board of Directors	February 26, 2024
<u>/s/ Steven Conine</u> Steven Conine	Director	February 26, 2024
<u>/s/ Manik Gupta</u> Manik Gupta	Director	February 26, 2024
<u>/s/ Lori Hickok</u> Lori Hickok	Director	February 26, 2024
<u>/s/ Stephen Kaufer</u> Stephen Kaufer	Director	February 26, 2024
<u>/s/ Greg Schwartz</u> Greg Schwartz	Director	February 26, 2024

February 26, 2024

CarGurus, Inc.
55 Cambridge Parkway, 6th Floor
Cambridge, Massachusetts 02141

Re: CarGurus, Inc. – Registration Statement on Form S-8 for 3,687,010 Shares of Class A Common Stock

Ladies and Gentlemen:

We have acted as counsel to CarGurus, Inc., a Delaware corporation (the “Company”), in connection with the registration on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended, of 3,687,010 shares of Class A Common Stock, \$0.001 par value per share, of the Company (the “Shares”) under the Company’s Omnibus Incentive Compensation Plan (the “Plan”).

This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

We have reviewed the Company’s charter documents and the corporate proceedings taken by the Company in connection with the establishment and implementation of the Plan. Based on such review, we are of the opinion that, if, as and when the Shares have been issued and sold (and the consideration therefor received) pursuant to the Plan and the individual issuances, grants or awards thereunder, and in accordance with the Registration Statement, such Shares will be duly authorized, legally issued, fully paid and nonassessable.

We consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving the opinion set forth in this letter, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules or regulations of the U.S. Securities and Exchange Commission thereunder.

This opinion letter is rendered as of the date first written above and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Plan or the Shares.

Very truly yours,

/s/ MORGAN, LEWIS & BOCKIUS LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Omnibus Incentive Compensation Plan of CarGurus, Inc. of our reports dated February 26, 2024, with respect to the consolidated financial statements of CarGurus, Inc. and the effectiveness of internal control over financial reporting of CarGurus, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts

February 26, 2024

Calculation of Filing Fee Table
Form S-8
(Form Type)

CarGurus, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, \$0.001 par value per share	Rules 457(c) and 457(h)	3,687,010	\$22.86	\$84,266,613.55	0.00014760	\$12,437.75
Total Offering Amounts				—	\$84,266,613.55	—	\$12,437.75
Total Fees Previously Paid				—	—	—	—
Total Fee Offsets				—	—	—	—
Net Fees Due				—	—	—	\$12,437.75

- (1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement (this “Registration Statement”) shall be deemed to cover any additional shares of the Registrant’s Class A Common Stock, par value \$0.001 per share (“Class A Common Stock”), that may from time to time be offered or issued under the Registrant’s Omnibus Incentive Compensation Plan to prevent dilution resulting from stock splits, stock dividends or similar transactions that increases the number of outstanding shares of Class A Common Stock.
- (2) Calculated solely for purposes of this offering under Rules 457(c) and 457(h) of the Securities Act on the basis of the average of the high and low prices per share of Registrant’s Class A Common Stock on February 20, 2024, as reported by The Nasdaq Stock Market.