SEC Form 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Steinert Langley

2. Issuer Name and Ticker or Trading Symbol

CarGurus, Inc. [ CARG ]

3. Date of Earliest Transaction (Month/Day/Year)

07/21/2021

4. If Amendment, Date of Original Filed (Month/Day/Year)

07/21/2021

5. Relationship of Reporting Person(s) to Issuer

X Director
X 10% Owner
Executive Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person
Form filed by More than One Reporting Person

7. Nature of Indirect Beneficial Ownership (Instr. 4)


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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>2A. Deemed Execution Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>07/21/2021</td>
<td></td>
<td>$1(1)</td>
<td>12,284</td>
<td>644,184</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/21/2021</td>
<td></td>
<td>$1(1)</td>
<td>1,710</td>
<td>642,474</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/21/2021</td>
<td></td>
<td>$4(4)</td>
<td>1,365</td>
<td>50,980</td>
<td>I</td>
<td>See Footnote(5)</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/21/2021</td>
<td></td>
<td>$4(4)</td>
<td>190</td>
<td>50,790</td>
<td>I</td>
<td>See Footnote(5)</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/22/2021</td>
<td></td>
<td>$1(1)</td>
<td>13,994</td>
<td>628,480</td>
<td>D</td>
<td></td>
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<td>Class A Common Stock</td>
<td>07/22/2021</td>
<td></td>
<td>$4(4)</td>
<td>1,555</td>
<td>49,235</td>
<td>I</td>
<td>See Footnote(5)</td>
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security (Instr. 4)</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Derivatives Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
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Explanation of Responses:

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

2. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $28.10 to $29.09 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 $29.10 to $29.29 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.

4. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by The Langley Steinert Irrevocable Family Trust dated June 21, 2004.

5. These shares are owned directly by The Langley Steinert Irrevocable Family Trust dated June 21, 2004, of which the Reporting Person's children are the beneficiaries. The Reporting Person may be deemed to have indirect ownership over such shares, but expressly disclaims beneficial ownership of such shares.

6. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $27.78 to $28.53 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.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

/* Kathleen Patton, attorney-in-fact */
07/23/2021

Signature of Reporting Person

**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.