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

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2) \***

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**CARGURUS, INC.**  
(Name of Issuer)

**Class A Common Stock, par value \$0.001 per share**  
(Title of Class of Securities)

**141788109**  
(CUSIP Number)

**December 31, 2023**  
(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1.	Names of Reporting Persons	
	Marc Stad	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization	
	United States	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power
		0
	6.	Shared Voting Power
		1,837,399
	7.	Sole Dispositive Power
		0
	8.	Shared Dispositive Power
		1,837,399
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	1,837,399	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
	<input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9)	
	1.9% <sup>(1)</sup>	
12.	Type of Reporting Person (See Instructions)	
	IN, HC	

<sup>1</sup> Based on 96,270,157 shares of Class A Common Stock outstanding as of November 2, 2023, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 7, 2023.

1.	Names of Reporting Persons Dragoneer Investment Group, LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization  Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  0
	6.	Shared Voting Power  1,837,399
	7.	Sole Dispositive Power  0
	8.	Shared Dispositive Power  1,837,399
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  1,837,399	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9)  1.9% <sup>(1)</sup>	
12.	Type of Reporting Person (See Instructions)  IA, OO	

<sup>1</sup> Based on 96,270,157 shares of Class A Common Stock outstanding as of November 2, 2023, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 7, 2023.

**AMENDMENT NO. 2 TO SCHEDULE 13G**

This Amendment No. 2 (“Amendment No. 2”) amends and supplements the statement on Schedule 13G filed with the Securities and Exchange Commission by the Reporting Persons with respect to the Class A Common Stock of the Issuer on February 16, 2021, as amended on February 14, 2022 (together, the “Schedule 13G”). Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported on the Schedule 13G. Capitalized terms used but not defined in this Amendment No. 2 shall have the same meanings herein as are ascribed in the Schedule 13G.

The following Items of the Schedule 13G are hereby amended and restated as follows:

**Item 4. Ownership****(a) through (c)**

The information set forth in Rows (5) through (11) of the cover pages to this Schedule 13G is incorporated herein by reference for each Reporting Person.

Dragoneer Investment Group, LLC (the “Dragoneer Adviser”) is a registered investment adviser under the Investment Advisers Act of 1940, as amended. As the managing member of Dragoneer Adviser, Cardinal DIG CC, LLC may also be deemed to share voting and dispositive power with respect to the Class A Common Stock. Marc Stad is the sole member of Cardinal DIG CC, LLC. By virtue of these relationships, each of the Reporting Persons may be deemed to share beneficial ownership of the Class A Common Stock of the Issuer.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2024

/s/ Marc Stad

Marc Stad

DRAGONEER INVESTMENT GROUP, LLC

By: Cardinal DIG CC, LLC

Its: Managing Member

By: /s/ Pat Robertson

Name: Pat Robertson

Title: Chief Operating Officer