SEC Form 4

FORM 4

(State)

(Zip)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

Person

OMB Number:	3235-0287
Estimated average t	ourden
hours per response:	0.5

	16. Form 4 or Form 5 s may continue. <i>See</i> 11(b).		Filed pursuant to Section 16(a) of the Securities Exchange Act of 193 or Section 30(h) of the Investment Company Act of 1940		hours per response:			
1	Address of Reporting Andrea Lee	g Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>CarGurus, Inc.</u> [CARG]	(Checl	ationship of F k all applicat Director Officer (gi	ole)	son(s) to Issu 10% Own Other (spe	er
(Last) 2 CANAL 1 4TH FLOO		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2023		below)	ef People C	below)	Jony
(Street) CAMBRID		02141	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line) X	Form filed	I by One Repo	g (Check App orting Person n One Reporti	

Table L- Non-Derivative Securities Acquired Disposed of or Beneficially Owned

Table 1- Non-Derivative Securities Acquired, Disposed of, of Deriencially Owned											
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Class A Common Stock	02/16/2023		A		59,808 ⁽¹⁾	A	\$ <mark>0</mark>	145,487	D		
Class A Common Stock	02/16/2023		A		11 ,96 1 ⁽²⁾	Α	\$ <mark>0</mark>	157,448	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(371		,			• *							
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) of Dispo of (D)	rities lired r osed) r. 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ate	Deriv	unt of rities rlying ative rity (Instr.	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	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents shares issuable upon settlement of restricted stock units ("RSUs") granted to the Reporting Person. Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock. Subject to the Reporting Person's continuous service as an employee of the Issuer, 6.25% of the RSUs will vest on April 1, 2023 and 6.25% of the RSUs will vest on the last day of each three-month period thereafter until January 1, 2027. Such vesting may be accelerated in connection with a Change of Control (as defined in the Issuer's Omnibus Incentive Compensation Plan (the "2017 Plan")).

2. Represents shares issuable upon settlement of restricted stock units ("RSUs") granted to the Reporting Person. Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock. Subject to the Reporting Person's continuous service as an employee of the Issue 12.50% of the RSUs will vest on April 1, 2023 and 12.50% of the RSUs will vest on the last day of each three-month period thereafter until January 1, 2025. Such vesting may be accelerated in connection with a Change of Control (as defined in the 2017 Plan).

> /s/ Javier Zamora, as attorney-02/17/2023 in-fact

** 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.

Check this box if no longer subject

(City)