

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 * <u>Caputo Thomas Michael</u>  (Last) (First) (Middle) 2 CANAL PARK, 4TH FLOOR  (Street) CAMBRIDGE MA 02141  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CarGurus, Inc. [ CARG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Sr. VP, Product</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2019	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	01/04/2019		F <sup>(1)</sup>		3,773	D	\$33.19	59,631	D	
Class A Common Stock	01/04/2019		M		8,252 <sup>(2)</sup>	A	\$33.19	67,883	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	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					
Restricted Stock Units	(3)	01/04/2019		M			8,252 <sup>(2)</sup>	(4)	(4)	Class B Common Stock	\$0	65,988	D	

**Explanation of Responses:**

- Shares withheld for payment of tax liability upon vesting of restricted stock units ("RSUs").
- Each share of Class B common stock is convertible into one share of Class A common stock at the option of the holder and has no expiration date.
- Such RSUs convert into shares of Class B common stock on a one-for-one basis.
- On October 11, 2017, the Reporting Person was granted 132,000 RSUs convertible into shares of Class B common stock. The RSUs are subject to a liquidity-based vesting requirement, which was satisfied in connection with the Issuer's initial public offering, and a service-based vesting requirement. Subject to the Reporting Person's continued employment, 25% of the RSUs vested on January 4, 2018 and 6.25% of the RSUs vest (or have vested, as applicable) on the last day of each three-month period thereafter until January 4, 2021. Any vested RSUs will settle within 60 days of the date of vesting.

/s/ Kathleen Patton, as attorney- 01/08/2019  
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.