

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>Smith Ian G</u>  (Last) (First) (Middle) <u>2 CANAL PARK, 4TH FLOOR</u>  (Street) <u>CAMBRIDGE MA 02141</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/11/2017</u>	3. Issuer Name and Ticker or Trading Symbol <u>CarGurus, Inc. [ CARG ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>10/11/2017</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Stock</u>	<u>93,720</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Class B Common Stock</u>	<u>(1)(2)</u>	<u>(1)(2)</u>	<u>Class A Common Stock</u> <u>187,440</u>	<u>(1)(2)</u>	<u>D</u>	
<u>Series A Convertible Preferred Stock</u>	<u>(3)</u>	<u>(3)</u>	<u>Class A Common Stock</u> <u>278,064</u>	<u>(3)</u>	<u>D</u>	
<u>Series B Convertible Preferred Stock</u>	<u>(4)</u>	<u>(4)</u>	<u>Class A Common Stock</u> <u>388,794</u>	<u>(4)</u>	<u>D</u>	
<u>Series C Convertible Preferred Stock</u>	<u>(5)</u>	<u>(5)</u>	<u>Class A Common Stock</u> <u>45,414</u>	<u>(5)</u>	<u>D</u>	

**Explanation of Responses:**

- Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the reporting person or automatically either upon the transfer of such share of Class B Common Stock, except for certain transfers described in the Issuer's amended and restated certificate of incorporation, or upon the date falling after the first to occur of the death of Langley Steinert, Langley Steinert's voluntary termination of all employment with the Issuer and service on the Issuer's board of directors or the sum of the number of shares of the Issuer's capital stock held by Langley Steinert, by any Family Member of Langley Steinert, and by any Permitted Entity of Langley Steinert
- (as such terms are defined in the Issuer's amended and restated certificate of incorporation), assuming the exercise and settlement in full of all outstanding options and convertible securities and calculated on an as-converted to Class A Common Stock basis, being less than 9,091,484 shares.
- At any time at the holder's election, each share of the Issuer's Series A convertible preferred stock (the "Series A Preferred") is convertible into shares of the Issuer's common stock, one third of which number of shares shall be Class A Common Stock and two thirds of which number of shares shall be Class B Common Stock, on a 6.0000023-for-one basis without payment or consideration. Upon the closing of the Issuer's initial public offering of its Class A Common Stock (the "IPO"), each share of the Series A Preferred will automatically convert into shares of the Issuer's Class A Common Stock on a 6.0000023-for-one basis without payment or consideration. The Series A Preferred has no expiration date.
- At any time at the holder's election, each share of the Issuer's Series B convertible preferred stock (the "Series B Preferred") is convertible into shares of the Issuer's common stock, one third of which number of shares shall be Class A Common Stock and two thirds of which number of shares shall be Class B Common Stock, on a 6.0000015-for-one basis without payment or consideration. Upon the closing of the IPO, each share of the Series B Preferred will automatically convert into shares of the Issuer's Class A Common Stock on a 6.0000015-for-one basis without payment or consideration. The Series B Preferred has no expiration date.
- At any time at the holder's election, each share of the Issuer's Series C convertible preferred stock (the "Series C Preferred") is convertible into shares of the Issuer's common stock, one third of which number of shares shall be Class A Common Stock and two thirds of which number of shares shall be Class B Common Stock, on a six-for-one basis without payment or consideration. Upon the closing of the IPO, each share of the Series C Preferred will automatically convert into shares of the Issuer's Class A Common Stock on a six-for-one basis without payment or consideration. The Series C Preferred has no expiration date.

**Remarks:**

The holdings reported on this amended filing were previously reported on the Form 3 filed by the reporting person on October 11, 2017 and have been included in this amendment for reference only. This amended filing is being made solely to amend footnotes 1 and 2.

/s/ Kathleen Patton, as 10/18/2017  
attorney-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 5 (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.