

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

**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* <u>Chrzan Oliver Ian</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, Engineering</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	03/02/2018		M		1,701,740 <sup>(1)</sup>	A	\$0.00	2,361,817 <sup>(2)</sup>	D	
Class A Common Stock	04/11/2018		F		737 <sup>(3)</sup>	D	\$38.06	2,361,080	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						Title
Class B Common Stock	\$0.00	03/02/2018		M			1,701,740 <sup>(1)</sup>	(4)	(4)	Class A Common Stock	1,701,740	\$0.00	0	D	

**Explanation of Responses:**

- Represents the conversion of Class B common stock into Class A common stock at the Reporting Person's election.
- The total reported in Column 5 has been adjusted to correct an understatement of total holdings by 40,000 shares first reflected in a Form 4 filed on March 2, 2018.
- Shares withheld for payment of tax liability upon vesting of 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.

**Remarks:**

/s/ Kathleen Patton, as attorney-in-fact 04/13/2018

\*\* 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.

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