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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 18, 2021

CarGurus, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38233

(Commission File Number)

04-3843478
(IRS Employer
Identification No.)

**2 Canal Park, 4th Floor
Cambridge, Massachusetts 02141**
(Address of Principal Executive Offices)
(Zip Code)

Registrant's Telephone Number, Including Area Code: (617) 354-0068

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.001 per share	CARG	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 21, 2021, CarGurus, Inc. (the “Corporation”) announced that (i) Langley Steinert has transitioned from his role as Chief Executive Officer of the Corporation to Executive Chairman of the board of directors of the Corporation (the “Board”), (ii) Jason Trevisan, the Corporation’s former Chief Financial Officer, Treasurer, and President, International, has been appointed to serve as the Corporation’s Chief Executive Officer, and (iii) Scot Fredo, the Corporation’s former Senior Vice President, Financial Planning & Analysis, has been appointed to serve as the Corporation’s Chief Financial Officer and Treasurer, in each case, effective January 18, 2021 (the “Effective Date”).

In addition, the Board increased the size of the Board from seven members to eight, and filled the newly created vacancy on the Board by appointing Mr. Trevisan as a Class I director of the Corporation, with such appointment becoming effective as of the Effective Date. Mr. Trevisan will serve as a director of the Corporation until the Corporation’s 2021 annual meeting of stockholders, at which Mr. Trevisan will be nominated to stand for election to the Board. The Board believes Mr. Trevisan is qualified to serve as a member of the Board because of his extensive experience in the online marketplace industry and his deep understanding of the Corporation’s business as it has evolved over time. No arrangement or understanding exists between Mr. Trevisan and any other person pursuant to which Mr. Trevisan was selected as a director of the Corporation.

As Executive Chairman, Mr. Steinert will continue to serve as Chairman of the Board and, in addition to the responsibilities applicable to all other members of the Board, Mr. Steinert will be responsible for, among other things: (i) providing leadership and direction to, and facilitating the operations and deliberations of, the Board, (ii) managing and presiding at Board and shareholder meetings and ensuring the Board oversees key developments and issues critical to the Corporation’s business and strategy, (iii) coordinating with the Board and the Chief Executive Officer to develop the strategy for the Corporation’s future operations and product development, to identify opportunities for value-enhancing strategic initiatives and merger and acquisition opportunities, and to provide guidance on the Corporation’s annual budget and capital allocation plans and (iv) acting as the principal liaison between the members of the Board and the Chief Executive Officer.

In connection with his appointment as Chief Executive Officer, Mr. Trevisan replaced Mr. Steinert as the Corporation’s Principal Executive Officer. As Chief Executive Officer, Mr. Trevisan will be responsible for overseeing the Corporation’s overall strategic direction, planning and execution.

In connection with his appointment as Chief Financial Officer, Mr. Fredo replaced Mr. Trevisan as the Corporation’s Principal Financial Officer. Prior to his appointment as Chief Financial Officer, Mr. Fredo, age 52, had served as the Corporation’s Senior Vice President, Financial Planning & Analysis since January 2019, and from January 2016 through January 2019, Mr. Fredo served as the Corporation’s Vice President, Financial Planning & Analysis. Before joining CarGurus, from May 2011 to January 2016, Mr. Fredo held the role of Director, Financial Planning & Analysis at HubSpot, Inc., a publicly traded customer relationship management platform. Mr. Fredo holds a Bachelor of Science degree from Babson College and a Master of Business Administration degree from Northeastern University.

In connection with Mr. Trevisan’s appointment as the Corporation’s Chief Executive Officer and Principal Executive Officer, Yann Gellot, the Corporation’s Vice President, Finance & Accounting, replaced Mr. Trevisan as the Corporation’s Principal Accounting Officer. Mr. Gellot, age 49, has served as the Corporation’s Vice President, Finance & Accounting since June 2016. Prior to joining the Corporation, from September 2014 to June 2016, Mr. Gellot served as Vice President of Finance and Corporate Controller of Harvest Power, Inc., an alternative energy company. From July 2005 to September 2014, Mr. Gellot also served in various senior leadership roles at Dassault Systemes SE, a publicly traded French software company. Mr. Gellot holds both a Bachelor of Science in Business Administration degree and a Master of Business Administration degree from Northeastern University.

In satisfaction of the disclosure required under Items 401(b), (d) and (e) of Regulation S-K (“Regulation S-K”) under the Securities Act of 1933, as amended (the “Securities Act”) with respect to Messrs. Steinert and Trevisan, the section entitled “Board of Directors and Management” of the Corporation’s Proxy Statement filed with the Securities and Exchange Commission (the “SEC”) on April 22, 2020, is incorporated by reference herein. Since the beginning of the Corporation’s last fiscal year, the Corporation has not engaged in any transaction in which any of Messrs. Steinert, Trevisan, Fredo or Gellot had a direct or indirect material interest within the meaning of Item 404(a) of Regulation S-K. In addition, Messrs. Fredo and Gellot are entering into the Corporation’s standard indemnification agreement with the Corporation, a form of which has been previously filed with the SEC.

The details of any arrangements called for by Item 5.02(c)(3) in connection with the foregoing are not available as of the date hereof. Any such arrangements will be the subject of an amended Current Report on Form 8-K that we file with the SEC.

Item 7.01 Regulation FD Disclosure.

A copy of the Corporation's press release announcing the foregoing is attached to this Current Report on Form 8-K as Exhibit 99.1. Additionally, a copy of a letter to the Corporation's shareholders from Mr. Steinert in connection with the executive leadership transitions is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

The information in this Item 7.01 and in Exhibits 99.1 and 99.2 hereto is intended to be furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of CarGurus, Inc., dated January 21, 2021.
99.2	Letter to the shareholders of CarGurus, Inc., dated January 21, 2021.
104	Cover Page Interactive Data File (embedded with the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CARGURUS, INC.

Date: January 21, 2021

By: /s/ Kathleen B. Patton
Kathleen B. Patton
General Counsel and Secretary



CarGurus Announces Executive Leadership Transition

- Jason Trevisan promoted to CEO and will join Board of Directors
- Founder Langley Steinert shifts to Executive Chairman role
- Scot Fredo promoted to CFO
- A letter to CarGurus' shareholders can be found here: <https://investors.cargurus.com/news-releases/news-release-details/cargurus-jan-2021-shareholder-letter>

Cambridge, MA, January 21, 2021 – CarGurus (Nasdaq: CARG), a leading global online automotive marketplace, today announced that its Board of Directors has appointed Jason Trevisan to the position of Chief Executive Officer and as a member of the Board. Langley Steinert, founder, will become Executive Chairman of CarGurus and will remain involved in the company's long-term product innovation and corporate strategy. He will also continue to serve as Chairman of the Board of Directors. Trevisan previously served as CarGurus' Chief Financial Officer and President of International and has been with the company since 2015.

The company also announced it has promoted Scot Fredo, formerly Senior Vice President of Financial Planning and Analysis (FP&A) at CarGurus, to Chief Financial Officer, leading the company's FP&A, Accounting and Investor Relations teams. Fredo joined CarGurus in 2016.

Sam Zales will continue in his current position of President and COO, leading CarGurus' revenue and go-to-market functions, and he will resume oversight of CarGurus' International business. He will also lead the company's new digital wholesale operations, including oversight of newly acquired CarOffer.

"I could not be more excited to pass the torch to Jason as CarGurus embarks on our next phase of expansion and growth," said Langley Steinert, Executive Chairman at CarGurus. "Jason's visionary leadership over the past five years, along with his deep commitment to our people and our customers, has been integral to our growth and has helped to position CarGurus for future success. Jason brings both strategic vision and strong operational expertise to the CEO role, and I have the utmost confidence in him and our entire executive leadership team going forward."

In a letter to CarGurus' shareholders posted on the CarGurus investor website (<https://investors.cargurus.com/news-releases/news-release-details/cargurus-jan-2021-shareholder-letter>), Steinert acknowledged the company's evolution since he founded CarGurus in 2006, including the expansion of its product offering beyond listings to include digital marketing as

well as data and financing products, “all of which lay a strong foundation for future growth and success.” Citing his interest in focusing more of his time on long-term product strategy at CarGurus, he wrote, “Now, and with the Board’s full support, it is time for me to take the next step and transition out of the CEO position and into the role of Executive Chairman.”

“I am tremendously excited about the future for CarGurus, and I am honored to lead this talented team as we continue to innovate in our space and create products that bring value to our consumers and dealers,” said Jason Trevisan, Chief Executive Officer of CarGurus. “We are at an exciting point as a company, with our leadership in our core listings business well-established and a long runway for growth and expansion into new areas ahead.”

“I am also thrilled to congratulate Scot Fredo on his appointment to the position of CFO,” added Trevisan. “Scot has not only been a brilliant steward of our financial assets and operations over the years, but also a critical partner in strategy and planning as we’ve scaled the organization and acquired new companies. I look forward to working with Scot and the entire executive team as we continue to drive future success.”

About Jason Trevisan

Trevisan joined CarGurus in 2015 as Chief Financial Officer, and he was appointed to the role of CEO as well as CarGurus’ Board of Directors in 2021. In addition to management of company financials, his role has included leadership on overall company strategy and operations, as well as product vision and innovation. Jason led CarGurus through CarGurus’ successful IPO and helped to lead the subsequent scaling of the organization, running the company’s people and talent group, business development team and most recently, international business operations. He has also spearheaded the company’s corporate development strategy, including leadership of PistonHeads and Autolist acquisitions. Most recently, he led the majority acquisition of CarOffer, an instant trade wholesale platform, which will become an integral part of the company’s digital wholesale strategy. Prior to joining CarGurus, Trevisan was with Polaris Partners for twelve years, serving as General Partner since 2010. Prior to Polaris, he held various management roles in Analytics and Client Services at aQuantive (acquired by Microsoft) and was a consultant with Bain & Company. Trevisan received his MBA from The Tuck School at Dartmouth and a BA from Duke University.

About Scot Fredo

Fredo joined CarGurus in 2016 and previously served as Senior Vice President of Financial Planning and Analysis. He has been instrumental in leading financial operations and strategy for the company. Prior to joining CarGurus, he led financial operations and strategy for multiple high growth tech companies, including most recently, HubSpot. Fredo holds a Bachelor of Science from Babson College, and an MBA from Northeastern University.

About Sam Zales

Zales, who joined CarGurus in 2014, serves as President and COO of CarGurus, leading the revenue and go-to-market side of the business. He also oversees CarGurus' International and most recently, the company's digital wholesale business, including oversight of CarOffer, an instant trade wholesale platform in which the company acquired a majority stake in January 2021. Prior to joining CarGurus, Zales held executive management roles at several technology companies including Clicksquared, ZoomInfo and Buyerzone.com. Zales has an MBA from Kellogg (Northwestern University) and a BA from Dartmouth College.

About CarGurus

Founded in 2006, CarGurus (Nasdaq: CARG) is a global online automotive marketplace connecting buyers and sellers of new and used cars. The company uses proprietary technology, search algorithms and data analytics to bring trust and transparency to the automotive search experience and help users find great deals from top-rated dealers. CarGurus is the most visited automotive shopping site in the U.S. (source: Comscore Media Metrix® Multi-Platform, Automotive – Information/Resources, Total Audience, Q3 2020, U.S. (Competitive set includes: CarGurus.com, Autotrader.com, Cars.com, TrueCar.com)). In addition to the United States, CarGurus operates online marketplaces in Canada and the United Kingdom. In the United States and the United Kingdom, CarGurus also operates the Autolist and PistonHeads online marketplaces, respectively, as independent brands. To learn more about CarGurus, visit www.cargurus.com.

CarGurus® is a registered trademark of CarGurus, Inc., and CarOffer® is a registered trademark of CarOffer, LLC. All product names, trademarks and registered trademarks are property of their respective owners.

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Cautionary Language Concerning Forward-Looking Statements

This press release includes forward-looking statements. All statements contained in this press release other than statements of historical facts, including, without limitation, statements regarding: the future roles and responsibilities of members of our executive management team, including our Executive Chairman; our expectations about our future growth and expansion; and our expectation that CarOffer will become an integral part of our digital wholesale strategy, are forward-looking statements. The words “anticipate,” “believe,” “continue,” “estimate,” “expect,” “guide,” “intend,” “likely,” “may,” “will” and similar expressions and their negatives are intended to identify forward-looking statements. We have based these forward-looking statements on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives and financial needs. These forward-looking statements are subject to a number of risks and uncertainties, including, without limitation, risks related to: the potential impact on our or CarOffer's business due to

our acquisition of a majority of the equity interest of CarOffer; our growth and ability to grow our revenue; our relationships with dealers; competition in the markets in which we operate; market growth; our ability to innovate; natural disasters, epidemics or pandemics, like COVID-19 that has negatively impacted our business; our ability to operate in compliance with applicable laws, as well as other risks and uncertainties set forth in the “Risk Factors” section of our Quarterly Report on Form 10-Q, filed on November 5, 2020 with the Securities and Exchange Commission (SEC), and subsequent reports that we file with the SEC. Moreover, we operate in very competitive and rapidly changing environments. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, we cannot guarantee that future results, levels of activity, performance, achievements or events and circumstances reflected in the forward-looking statements will occur. We are under no duty to update any of these forward-looking statements after the date of this press release to conform these statements to actual results or revised expectations, except as required by law. You should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this press release.

Press Contact:

Amy Mueller or Brian Kramer
pr@cargurus.com



January 21, 2021

Dear Shareholders,

I started CarGurus back in 2006 with a belief that online automotive shopping was ripe for innovation, and that with the right technology and people, and a commitment to doing the right thing for our customers, we could build a far superior automotive shopping experience. That conviction has been central to our business ever since, and it has fueled unrivaled product innovation that has enabled millions of people to find their next cars, and tens of thousands of dealers to grow their businesses using the CarGurus platform.

Fifteen years later, our business has evolved in ways that I could not have imagined. We now operate websites in three countries, serving more than 46 million unique monthly visitors¹ and over 30,000 paying dealers globally². CarGurus is the largest online automotive marketplace in the United States³, and the fastest growing automotive marketplace in the United Kingdom⁴. Our team is now approximately 1,000 people, including employees from PistonHeads, Autolist and CarOffer. We have broadened our product offering beyond listings to include digital marketing as well as data and financing products, all of which lay a strong foundation for future growth and success.

As a technology entrepreneur, my greatest strength (and joy) is in leading innovation and strategy. Throughout the past year, I have been gradually shifting management of day-to-day company operations over to Jason Trevisan, CFO and President of International, and Sam Zales, President and COO. This has allowed me to focus more of my time on my areas of passion. Now, and with the Board's full support, it is time for me to take the next step and transition out of the CEO position and into the role of Executive Chairman.

I am delighted to announce that Jason Trevisan, formerly CarGurus CFO and President of International, has been appointed the CEO and has also joined our Board of Directors. A company of our size needs a leader with strategic vision and strong operational expertise, and Jason brings both of these characteristics to the role of CEO. As Executive Chairman and the company's controlling shareholder, I will remain involved in the company's strategy and long-term product direction.

Jason joined CarGurus over five years ago as CFO, yet his role has extended far beyond management of our financials to include leadership on overall company strategy and operations, as well as product vision and innovation. Jason led CarGurus through

our successful IPO and has helped to lead the subsequent scaling of our organization, running our people and talent group, our business development team and most recently, our international business operations. He has also spearheaded our corporate development strategy, including the acquisitions of PistonHeads and Autolist. Most recently, Jason led our majority acquisition of CarOffer, an instant trade wholesale platform which will become a core part of our digital wholesale strategy. Importantly, Jason shares my passion for innovation and my deep commitment to our employees, consumers and dealer partners. I have the utmost confidence in his leadership going forward.

Sam Zales will continue in his role as President and COO, leading our revenue and go-to-market functions and returning to oversee our international businesses. He will also lead our new digital wholesale business including oversight of CarOffer. He will continue to partner closely with Jason as CEO and myself as Executive Chairman.

With Jason assuming the CEO position, Scot Fredo, formerly SVP of Financial Planning and Analysis, will become CFO. Scot joined CarGurus in 2016 with years of experience successfully leading financial strategy and operations for multiple high growth tech companies. As CFO he now leads our FP&A, Accounting, and Investor Relations teams.

The CarGurus' journey continues to be an exciting one, and the runway for growth ahead is long. We have the right executive leadership in place to lead our talented global team as we continue to innovate and create new value for our shareholders and our customers.

Please join me in congratulating Jason and Scot on their new roles. Jason will be providing more information about this leadership transition and our 2021 strategy at our Q4 earnings call next month.

Best Regards,

Langley Steinert
Founder/Executive Chairman

Cautionary Language Concerning Forward-Looking Statements

This shareholder communication includes forward-looking statements. All statements contained in this shareholder communication other than statements of historical facts, including, without limitation, statements regarding: the future roles and responsibilities of members of our executive management team, including our Executive Chairman; our expectation about our future growth and expansion; and our expectation that CarOffer will become an integral part of our digital wholesale strategy, are forward-looking statements. The words "anticipate," "believe," "continue," "estimate," "expect," "guide,"

“intend,” “likely,” “may,” “will” and similar expressions and their negatives are intended to identify forward-looking statements. We have based these forward-looking statements on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives and financial needs. These forward-looking statements are subject to a number of risks and uncertainties, including, without limitation, risks related to: the potential impact on our or CarOffer’s business due to our acquisition of a majority of the equity interest of CarOffer; our growth and ability to grow our revenue; our relationships with dealers; competition in the markets in which we operate; market growth; our ability to innovate; natural disasters, epidemics or pandemics, like COVID-19 that has negatively impacted our business; our ability to operate in compliance with applicable laws, as well as other risks and uncertainties set forth in the “Risk Factors” section of our Quarterly Report on Form 10-Q, filed on November 5, 2020 with the Securities and Exchange Commission (SEC), and subsequent reports that we file with the SEC. Moreover, we operate in very competitive and rapidly changing environments. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, we cannot guarantee that future results, levels of activity, performance, achievements or events and circumstances reflected in the forward-looking statements will occur. We are under no duty to update any of these forward-looking statements after the date of this shareholder communication to conform these statements to actual results or revised expectations, except as required by law. You should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this shareholder communication.

Contact:

investors@cargurus.com

¹ As of 9/30/2020, represents monthly average for the third quarter of 2020.

² As of 9/30/2020.

³ Source: Comscore Media Metrix® Multi-Platform, Automotive – Information/Resources, Total Audience, Q3 2020, U.S. (Competitive set includes: CarGurus.com, Autotrader.com, Cars.com, TrueCar.com).

⁴ CarGurus is the fastest growing online automotive marketplace in the UK among its nearest competitors based on the year over year percent change in average unique monthly visitors comparing Jan - Sept 2019 to Jan - Sept 2020 (Source: Comscore MMX Multi-Platform®, Total Audience, Custom-defined list includes CarGurus.CO.UK, Motors.CO.UK, AutoTrader.CO.UK, Gumtree.com, Jan 2019-Sept 2020, UK).