

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Zales Samuel</u> | | | 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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>COO and President</u> | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/11/2019</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 | | |
| <u>2 CANAL PARK, 4TH FLOOR</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>04/15/2019</u> | | | | | |
| (Street) <u>CAMBRIDGE MA 02141</u> | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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 | | | |
| <u>Class A Common Stock</u> | <u>04/11/2019</u> | | <u>M⁽¹⁾</u> | | <u>18,000⁽²⁾</u> | <u>A</u> | <u>\$0.16</u> | <u>193,920</u> | <u>D</u> | |

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 | | | | | |
| <u>Employee Stock Option (Right to Buy)</u> | <u>\$0.16</u> | <u>04/11/2019</u> | | <u>M⁽³⁾</u> | | | <u>0</u> | <u>(4)</u> | <u>12/10/2024</u> | <u>Class A Common Stock</u> | <u>0</u> | <u>62,782</u> | <u>D</u> | |
| <u>Employee Stock Option (Right to Buy)</u> | <u>\$0.16</u> | <u>04/11/2019</u> | | <u>M⁽¹⁾⁽⁵⁾</u> | | <u>18,000⁽⁶⁾</u> | <u>(4)</u> | <u>12/10/2024</u> | <u>18,000</u> | <u>Class B Common Stock</u> | <u>\$0</u> | <u>497,564</u> | <u>D</u> | |

Explanation of Responses:

- This stock option exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- Represents the conversion of Class B common stock into Class A common stock at the Reporting Person's election. This footnote was omitted from the original Form 4, filed on April 15, 2019 by the Reporting Person.
- The original Form 4, filed on April 15, 2019, is being amended by this Form 4 amendment solely to correct an administrative error in which the Reporting Person's stock option exercise was inadvertently reported as an exercise of this option to purchase Class A common stock. There were no transactions with respect to this option to purchase Class A common stock on April 11, 2019.
- This option is fully vested and exercisable.
- The original Form 4, filed on April 15, 2019, is being amended by this Form 4 amendment solely to correct an administrative error in which the Reporting Person's stock option exercise was inadvertently reported under a different option. The Reporting Person's stock option exercise on April 11, 2019 was with respect to this option to purchase Class B common stock.
- 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. This footnote was omitted from the original Form 4, filed on April 15, 2019 by the Reporting Person.

/s/ Kathleen Patton, as attorney- 06/13/2019
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.