

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Shortt Thomas H</u>  (Last) (First) (Middle) <u>C/O VROOM, INC.</u> <u>1375 BROADWAY, 11TH FLOOR</u>  (Street) <u>NEW YORK NY 10018</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vroom, Inc. [ VRM ]</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>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/09/2022</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/09/2022		A		1,200,000 <sup>(1)</sup>	A	\$0.00	1,461,461	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
Stock Option	\$7.5	05/09/2022		A		600,000		(2)	05/09/2032	Common Stock	600,000	\$0.00	600,000	D	

**Explanation of Responses:**

- Represents an award of restricted stock units that vest on May 9, 2025, subject to the Reporting Person's continued employment through such date. Each restricted stock unit represents a contingent right to receive one share of Common Stock of the Issuer. One third of the restricted stock units are subject to accelerated vesting if the Issuer's closing price for its common stock is at or above \$7.50 per share for twenty consecutive trading days during the three-year vesting period; a further third of the restricted stock units are subject to accelerated vesting if the Issuer's closing price for its common stock is at or above \$15.00 per share for twenty consecutive trading days in the second or third years of the vesting period; and the last third of the restricted stock units are subject to accelerated vesting if the Issuer's closing price for its common stock is at or above \$21.00 per share for twenty consecutive trading days during the third year of the vesting period.
- The option will vest and become exercisable in three equal annual installments beginning on May 9, 2023.

**Remarks:**

/s/ Alison Klein, Attorney-in-Fact for Thomas H. Shortt 05/11/2022  
 \*\* 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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