

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Dahnke Scott Arnold</u> (Last) (First) (Middle) C/O VROOM, INC. 1375 BROADWAY, FLOOR 11 (Street) NEW YORK NY 10018 (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/11/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 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			
Common Stock	06/11/2020		C		10,335,520 ⁽¹⁾	A	(1)	10,589,776	I	Directly held by CGP2 Lone Star, L.P. ⁽²⁾
Common Stock	06/11/2020		C		6,994,354 ⁽¹⁾	A	(1)	6,994,354	I	Directly held by CGP2 Zoom Holding, L.P. ⁽²⁾
Common Stock	06/11/2020		C		1,838,704 ⁽¹⁾	A	(1)	1,838,704	I	Directly held by LCGP3 Accelerator, L.P. ⁽²⁾
Common Stock	06/11/2020		P		318,181	A	\$22	2,156,885	I	Directly held by LCGP3 Accelerator, L.P. ⁽²⁾

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	Amount or Number of Shares				
Series C Preferred Stock	(1)	06/11/2020		C		4,567,122		(1)	(1)	Common Stock	4,567,122	(1)	0	I	Directly held by CGP2 Zoom Holding, L.P. ⁽²⁾
Series D Preferred Stock	(1)	06/11/2020		C		9,102,762		(1)	(1)	Common Stock	9,102,762	(1)	0	I	Directly held by CGP2 Lone Star, L.P. ⁽²⁾
Series E Preferred Stock	(1)	06/11/2020		C		1,232,758		(1)	(1)	Common Stock	1,232,758	(1)	0	I	Directly held by CGP2 Lone Star, L.P. ⁽²⁾
Series F Preferred Stock	(1)	06/11/2020		C		1,758,744		(1)	(1)	Common Stock	1,758,744	(1)	0	I	Directly held by CGP2 Zoom Holding, L.P. ⁽²⁾
Series G Preferred Stock	(1)	06/11/2020		C		668,488		(1)	(1)	Common Stock	668,488	(1)	0	I	Directly held by CGP2 Zoom Holding, L.P. ⁽²⁾

**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	Amount or Number of Shares				
Series H Preferred Stock	(1)	06/11/2020		C			1,838,704	(1)	(1)	Common Stock	1,838,704	(1)	0	I	Directly held by LCGP3 Accelerator, L.P. ⁽²⁾

Explanation of Responses:

- Upon the closing of the Issuer's initial public offering, each share of preferred stock automatically converted into shares of the Issuer's common stock on a one-for-one basis.
- CGP2 Managers, L.L.C. ("CGP2 Managers") is the general partner for each of CGP2 Zoom Holding, L.P. ("CGP2 Zoom Holding") and CGP2 Lone Star, L.P. ("CGP2 Lone Star"). CGP3 Managers, L.L.C. ("CGP3 Managers") is the general partner of LCGP3 Accelerator, L.P. ("LCGP3 Accelerator"). As such, CGP2 Managers may be deemed to beneficially own the shares held of record by each of CGP2 Zoom Holding and CGP2 Lone Star, and CGP3 Managers may be deemed to beneficially own the shares held of record by LCGP3 Accelerator. J. Michael Chu and Scott A. Dahnke are the members of the managing board of each of CGP2 Managers, L.L.C. and CGP3 Managers, L.L.C. and as such may be deemed to share beneficial ownership of the securities held of record by each of the foregoing entities. Each of Mr. Chu and Mr. Dahnke disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.

Remarks:

All share numbers reported in this Form 4 reflect a 2-for-1 stock split effected by the Issuer in connection with its initial public offering, which was exempt from reporting pursuant to Rule 16a-9.

By: /s/ Alison Klein, Attorney-in-Fact for Scott A. Dahnke 06/15/2020

** 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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