

| | |
|--|-----------|
| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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>CGP2 Lone Star, L.P.</u> (Last) (First) (Middle) 599 WEST PUTNAM AVENUE (Street) GREENWICH CT 06830 (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) 06/24/2021 | |
| 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 | | | |
| Common Stock | 06/24/2021 | | A | | 4,734 ⁽¹⁾ | A | \$0.00 | 10,594,510 | I | Directly held by CGP2 Lone Star, L.P. ⁽²⁾ ⁽³⁾ |
| Common Stock | | | | | | | | 318,181 | I | Directly held by LCGP3 Accelerator, L.P. ⁽³⁾ |
| Common Stock | | | | | | | | 6,994,354 | I | Directly held by CGP2 Zoom Holding, L.P. ⁽³⁾ |

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 | | | | | |

1. Name and Address of Reporting Person*
CGP2 Lone Star, L.P.
 (Last) (First) (Middle)
 599 WEST PUTNAM AVENUE
 (Street)
 GREENWICH CT 06830
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CGP2 Zoom Holding, L.P.
 (Last) (First) (Middle)
 599 WEST PUTNAM AVENUE

| | | | |
|--|------------------|-----------|--------------|
| (Street) | GREENWICH | CT | 06830 |
| (City) | (State) | (Zip) | |
| 1. Name and Address of Reporting Person* | | | |
| LCGP3 Accelerator, L.P. | | | |
| (Last) | (First) | (Middle) | |
| 599 WEST PUTNAM AVENUE | | | |
| (Street) | GREENWICH | CT | 06830 |
| (City) | (State) | (Zip) | |
| 1. Name and Address of Reporting Person* | | | |
| CGP2 Managers, L.L.C. | | | |
| (Last) | (First) | (Middle) | |
| 599 WEST PUTNAM AVENUE | | | |
| (Street) | GREENWICH | CT | 06830 |
| (City) | (State) | (Zip) | |
| 1. Name and Address of Reporting Person* | | | |
| CGP3 Managers, L.L.C. | | | |
| (Last) | (First) | (Middle) | |
| 599 WEST PUTNAM AVENUE | | | |
| (Street) | GREENWICH | CT | 06830 |
| (City) | (State) | (Zip) | |
| 1. Name and Address of Reporting Person* | | | |
| Chu James Michael | | | |
| (Last) | (First) | (Middle) | |
| 599 WEST PUTNAM AVENUE | | | |
| (Street) | GREENWICH | CT | 06830 |
| (City) | (State) | (Zip) | |

Explanation of Responses:

1. Represents an award of restricted stock units that vest in full on the earlier of the day immediately preceding the date of the Issuer's first annual meeting of stockholders following the date of grant and June 24, 2022. Each restricted stock unit represents a contingent right to receive one share of Common Stock of the Issuer.
2. Each of Michael Farello and Scott Dahnke have entered into a Nominee and Indemnity Agreement, pursuant to which they have agreed to hold any equity awards granted to them for their service as directors of the Issuer as nominee for CGP2 Lone Star, L.P. ("CGP2 Lone Star"). Catterton Management Company, L.L.C., as manager of CGP2 Lone Star, may be deemed to share beneficial ownership of the equity awards held as nominee by Messrs. Farello and Dahnke. Each of them disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein, if any. Catterton Management Company, L.L.C. is separately filing a Form 3 to report the equity awards referenced herein.
3. 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. 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. A Form 4 is being filed separately by Mr. Dahnke in his capacity as a director of the Issuer.

Remarks:

[CGP2 Lone Star, L.P., By: CGP2 Managers, L.L.C., its general partner, By: /s/ Scott A. Dahnke, Title: Managing Member](#) [06/28/2021](#)
[CGP2 Zoom Holding, L.P., By: CGP2 Managers, L.L.C., its general partner, By: /s/ Scott A. Dahnke, Title: Managing Member](#) [06/28/2021](#)
[LCGP3 Accelerator, L.P., By:](#) [06/28/2021](#)

CGP3 Managers, L.L.C., its
general partner, By: /s/ Scott
A. Dahnke, Title: Managing
Member

CGP2 Managers, L.L.C., L.P.,
By: /s/ Scott A. Dahnke, Title: 06/28/2021
Managing Member

CGP3 Managers, L.L.C., By:
/s/ Scott A. Dahnke, Title: 06/28/2021
Managing Member

/s/ J. Michael Chu 06/28/2021

** 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.