# **United States Securities and Exchange Commission**

Washington, D.C. 20549

# Schedule 13G

(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to § 240.13d-1(b), (c) and (d) and Amendments Thereto Filed Pursuant to § 240.13d-2

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (Amendment No. )\*

# Vroom, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 (Title of Class of Securities)

92918V109 (CUSIP Number)

**December 31, 2020** (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

0001	110.020	10.	200 Schedule 135	1 486 2 01 10	
1	Names	of R	Leporting Persons		
	CGP2	Lone	e Star, L.P.		
2			Appropriate Box if a Member of a Group		
	(a) 🗆		(b) □		
3	SEC U	se O	nly		
4	Citizen	ship	or Place of Organization		
	Delawa	ıre			
		5	Sole Voting Power		
N	ımber of		0		
5	Shares	6	Shared Voting Power		
Beneficially Owned by			10,589,776		
	Each	7	Sole Dispositive Power		
I	eporting Person		0		
	With	8	Shared Dispositive Power		
			10,589,776		
9	Aggreg	ate 1	Amount Beneficially Owned by Each Reporting Person		
	10,589,776				
10					
	Not Applicable				
11	• • • • • • • • • • • • • • • • • • • •				
	8.1%				
12	Type of	f Rej	porting Person		
	PN				
	•				

				J		
1	Names of Reporting Persons					
			n Holding, L.P.			
2			Appropriate Box if a Member of a Group			
	(a) 🗆		(b) □			
3	SEC U	se O	nly			
4	Citizen	ship	or Place of Organization			
	Delawa	ire				
		5	Sole Voting Power			
Nu	mber of		0			
5	Shares	6	Shared Voting Power			
O	neficially wned by		6,994,354			
	Each porting	7	Sole Dispositive Power			
I	Person		0			
	With	8	Shared Dispositive Power			
			6,994,354			
9	Aggreg	ate /	Amount Beneficially Owned by Each Reporting Person			
	6,994,354					
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares					
	Not Applicable					
11						
	5.4%					
12	Type of	f Rep	porting Person			
	PN					
1						

00011	110.525	10 ,	Too Schedule 190	1 450 1 01 15		
1	1 Names of Reporting Persons					
	LCGP3 Accelerator, L.P.					
2			Appropriate Box if a Member of a Group			
	(a) 🗆		(b) □			
3	SEC U	se O	nly			
4	Citizen	ship	or Place of Organization			
	Delawa	ıre				
		5	Sole Voting Power			
Nıı	mber of		0			
5	hares	6	Shared Voting Power			
	eficially vned by		2,156,885			
	Each porting	7	Sole Dispositive Power			
F	Person		0			
	With	8	Shared Dispositive Power			
			2,156,885			
9	Aggreg	ate A	Amount Beneficially Owned by Each Reporting Person			
	2,156,8	85				
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares					
	Not Applicable					
11			Class Represented by Amount in Row 9			
	1.7%					
12		Rep	porting Person			
	PN					

				O		
1	Names of Reporting Persons					
			agers, L.L.C.			
2			Appropriate Box if a Member of a Group (b) □			
	(a) 🗆					
3	SEC U	se O	nly			
4	Citizen	ship	or Place of Organization			
	Delawa	ire				
		5	Sole Voting Power			
Nu	mber of		0			
5	Shares	6	Shared Voting Power			
	neficially vned by		17,584,130			
	Each porting	7	Sole Dispositive Power			
I	Person		0			
	With	8	Shared Dispositive Power			
			17,584,130			
9	Aggreg	ate /	Amount Beneficially Owned by Each Reporting Person			
	17,584,130					
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares					
	Not Applicable					
11	Percent	of (	Class Represented by Amount in Row 9			
	13.5%					
12	Type of	f Rep	porting Person			
	OO (Limited Liability Company)					

				O		
1	Names of Reporting Persons					
	CGP3	Mana	agers, L.L.C.			
2			Appropriate Box if a Member of a Group			
	(a) 🗆	(	(b) □			
3	SEC U	se O	nly			
4	Citizen	ship	or Place of Organization			
	Delawa	ıre				
		5	Sole Voting Power			
Nıı	mber of		0			
S	Shares	6	Shared Voting Power			
	neficially vned by		2,156,885			
	Each porting	7	Sole Dispositive Power			
F	Person		0			
	With	8	Shared Dispositive Power			
			2,156,885			
9	Aggreg	ate A	Amount Beneficially Owned by Each Reporting Person			
	2,156,885					
10	0 Check if the Aggregate Amount in Row (9) Excludes Certain Shares					
	Not Applicable					
11			Class Represented by Amount in Row 9			
	1.7%					
12	Type of	f Rep	porting Person			
	00 (Li	mite	d Liability Company)			
	1 V V E- 07					

				J		
1	Names of Reporting Persons					
			d Dahnke			
2			Appropriate Box if a Member of a Group			
	(a) 🗆	(	(b) □			
3	SEC U	se O	nly			
4	Citizen	ship	or Place of Organization			
	United	State	es es			
		5	Sole Voting Power			
Nıı	mber of		0			
5	Shares	6	Shared Voting Power			
Beneficially Owned by 19,741,015		19,741,015				
	Each porting	7	Sole Dispositive Power			
F	Person		0			
	With	8	Shared Dispositive Power			
			19,741,015			
9	Aggreg	ate A	Amount Beneficially Owned by Each Reporting Person			
	19,741,015					
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares					
	Not Applicable					
11						
	15.2%					
12	Type of	f Rep	porting Person			
	IN					

1	Names of Reporting Persons  James Michael Chu					
2			Appropriate Box if a Member of a Group			
	(a) 🗆	(	(b) □			
3	SEC U	se O	nly			
4	Citizen	ship	or Place of Organization			
	United	Stat				
		5	Sole Voting Power			
Nu	mber of		0			
	Shares	6	Shared Voting Power			
	eficially					
	vned by		19,741,015			
	Each	7	Sole Dispositive Power			
	porting					
	Person		0			
	With	8	Shared Dispositive Power			
			40 F44 045			
			19,741,015			
9	Aggreg	ate A	Amount Beneficially Owned by Each Reporting Person			
	10 741	015				
10	19,741,					
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares					
	Not Applicable					
11						
	15.2%					
12	Type of	f Rep	porting Person			
	IN					
	<u> </u>					

#### ITEM 1. (a) Name of Issuer:

Vroom, Inc. (the "Issuer").

# (b) Address of Issuer's Principal Executive Offices:

1375 Broadway, Floor 11, New York, NY 10018.

#### ITEM 2. (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons." This statement is filed on behalf of:

CGP2 Lone Star, L.P.

CGP2 Zoom Holding, L.P.

LCGP3 Accelerator, L.P.

CGP2 Managers, L.L.C.

CGP3 Managers, L.L.C.

Scott Arnold Dahnke

James Michael Chu

#### (b) Address or Principal Business Office:

The principal business address for Scott Arnold Dahnke is c/o Vroom, Inc., 1375 Broadway, Floor 11, New York, NY 10018. The principal business address for each of the remaining Reporting Persons is 599 West Putnam Avenue, Greenwich, CT 06830.

#### (c) Citizenship of each Reporting Person is:

Each of CGP2 Lone Star, L.P., CGP2 Zoom Holding, L.P., LCGP3 Accelerator, L.P., CGP2 Managers, L.L.C. and CGP3 Managers, L.L.C. are organized under the laws of the state of Delaware.

Each of Scott Arnold Dahnke and James Michael Chu are citizens of the United States.

#### (d) Title of Class of Securities:

Common stock, par value \$0.001 per share ("Common Stock").

#### (e) CUSIP Number:

92918V109

#### ITEM 3.

Not applicable.

#### ITEM 4. Ownership.

(a-c)

The ownership information presented below represents beneficial ownership of the shares of Common Stock as of December 31, 2020, based upon 130,241,341 shares of Common Stock outstanding as of November 12, 2020, based on the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission on November 12, 2020.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or to direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
CGP2 Lone Star, L.P.	10,589,776	8.1%	0	10,589,776	0	10,589,776
CGP2 Zoom Holding, L.P.	6,994,354	5.4%	0	6,994,354	0	6,994,354
LCGP3 Accelerator, L.P.	2,156,885	1.7%	0	2,156,885	0	2,156,885
CGP2 Managers, L.L.C.	17,584,130	13.5%	0	17,584,130	0	17,584,130
CGP3 Managers, L.L.C.	2,156,885	1.7%	0	2,156,885	0	2,156,885
Scott Arnold Dahnke	19,741,015	15.2%	0	19,741,015	0	19,741,015
James Michael Chu	19,741,015	15.2%	0	19,741,015	0	19,741,015

CGP2 Lone Star, L.P., CGP2 Zoom Holding, L.P. and LCGP3 Accelerator, L.P. are the record holders of 10,589,776, 6,994,354, and 2,156,885 shares of Common Stock, respectively.

CGP2 Managers, L.L.C. is the general partner for each of CGP2 Lone Star, L.P. and CGP2 Zoom Holdings, L.P. As a result, CGP2 Managers, L.L.C. may be deemed to share beneficial ownership of the shares of Common Stock held of record by each of CGP2 Lone Star, L.P. and CGP2 Zoom Holding, L.P.

CGP3 Managers, L.L.C. is the general partner of LCGP3 Accelerator, L.P. As such, CGP3 Managers, L.L.C. may be deemed to share beneficial ownership of the shares of Common Stock held of record by LCGP3 Accelerator, L.P.

Scott Arnold Dahnke and James Michael Chu are the members of the managing board of each of CGP2 Managers, L.L.C. and CGP3 Managers, L.L.C. As a result, each of them may be deemed to share beneficial ownership of the shares of Common Stock held of record by each of CGP2 Lone Star, L.P., CGP2 Zoom Holdings, L.P. and LCGP3 Accelerator, L.P.

# ITEM 5. Ownership of Five Percent or Less of a Class.

Not applicable.

# ITEM 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

# ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

# ITEM 8. Identification and Classification of Members of the Group.

Not applicable.

# ITEM 9. Notice of Dissolution of Group.

Not applicable.

#### ITEM 10. Certification.

Not applicable.

# **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2021

CGP2 Lone Star, L.P.

By: CGP2 Managers, L.L.C.

By: /s/ Scott A. Dahnke
Name: Scott A. Dahnke
Title: Managing Member

CGP2 Zoom Holding, L.P.

By: CGP2 Managers, L.L.C.

By: /s/ Scott A. Dahnke
Name: Scott A. Dahnke
Title: Managing Member

LCGP3 Accelerator, L.P.

By: CGP3 Managers, L.L.C.

By: /s/ Scott A. Dahnke
Name: Scott A. Dahnke
Title: Managing Member

CGP2 Managers, L.L.C.

By: /s/ Scott A. Dahnke
Name: Scott A. Dahnke
Title: Managing Member

CGP3 Managers, L.L.C.

By: /s/ Scott A. Dahnke
Name: Scott A. Dahnke
Title: Managing Member

**Scott Arnold Dahnke** 

/s/ Scott A. Dahnke

James Michael Chu

/s/ J. Michael Chu

# LIST OF EXHIBITS

Exhibit No.

No. Description

99 Joint Filing Agreement.

#### JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that they are jointly filing this statement on Schedule 13G. Each of them is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 10th day of February, 2021.

CGP2 Lone Star, L.P.

By: CGP2 Managers, L.L.C.

By: /s/ Scott A. Dahnke
Name: Scott A. Dahnke

Title: Managing Member

**CGP2 Zoom Holding, L.P.** By: CGP2 Managers, L.L.C.

By: /s/ Scott A. Dahnke

Name: Scott A. Dahnke
Title: Managing Member

**LCGP3 Accelerator, L.P.** By: CGP3 Managers, L.L.C.

By: /s/ Scott A. Dahnke
Name: Scott A. Dahnke
Title: Managing Member

CGP2 Managers, L.L.C.

By: /s/ Scott A. Dahnke
Name: Scott A. Dahnke
Title: Managing Member

CGP3	Managers,	L.L.C.
COLU	Triumusci o,	L.L. U.

By: /s/ Scott A. Dahnke

Name: Scott A. Dahnke
Title: Managing Member

# **Scott Arnold Dahnke**

/s/ Scott A. Dahnke

# **James Michael Chu**

/s/ J. Michael Chu