

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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. Date of Event Requiring Statement (Month/Day/Year) 06/08/2020	3. Issuer Name and Ticker or Trading Symbol <u>Vroom, Inc. [ VRM ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	127,128	I	Directly held by CGP2 Lone Star, L.P. <sup>(1)(2)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C Preferred Stock	(3)	(3)	Common Stock	2,283,561	(3)	I	Directly held by CGP2 Zoom Holding, L.P. <sup>(1)(2)</sup>
Series D Preferred Stock	(3)	(3)	Common Stock	4,551,381	(3)	I	Directly held by CGP2 Lone Star, L.P. <sup>(1)(2)</sup>
Series E Preferred Stock	(3)	(3)	Common Stock	616,379	(3)	I	Directly held by CGP2 Lone Star, L.P. <sup>(1)(2)</sup>
Series F Preferred Stock	(3)	(3)	Common Stock	879,372	(3)	I	Directly held by CGP2 Zoom Holding, L.P. <sup>(1)(2)</sup>
Series G Preferred Stock	(3)	(3)	Common Stock	334,244	(3)	I	Directly held by CGP2 Zoom Holding, L.P. <sup>(1)(2)</sup>
Series H Preferred Stock	(3)	(3)	Common Stock	919,352	(3)	I	Directly held by LCGP3 Accelerator, L.P. <sup>(1)(2)</sup>

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

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[CGP2 Zoom Holding, L.P.](#)

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(Last) (First) (Middle)  
599 WEST PUTNAM AVENUE

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(Street)  
GREENWICH CT 06830

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[LCGP3 Accelerator, L.P.](#)

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(Last) (First) (Middle)  
599 WEST PUTNAM AVENUE

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(Street)  
GREENWICH CT 06830

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[CGP2 Managers, L.L.C.](#)

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(Last) (First) (Middle)  
599 WEST PUTNAM AVENUE

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(Street)  
GREENWICH CT 06830

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[CGP3 Managers, L.L.C.](#)

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(Last) (First) (Middle)  
599 WEST PUTNAM AVENUE

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(Street)  
GREENWICH CT 06830

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Chu James Michael](#)

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(Last) (First) (Middle)  
599 WEST PUTNAM AVENUE

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(Street)  
GREENWICH CT 06830

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(City) (State) (Zip)

**Explanation of Responses:**

1. 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.

2. (Continued from Footnote 1) 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 3 is being filed separately by Mr. Dahnke in his capacity as a director of the Issuer.

3. Each share of the Issuer's preferred stock is convertible on a one-to-one basis into shares of the Issuer's common stock at the holder's election and has no expiration date. The preferred stock will automatically convert into common stock upon the closing of the Issuer's initial public offering.

**Remarks:**

CGP2 Lone Star, L.P., By:  
CGP2 Managers, L.L.C.,  
its general partner, By: /s/ 06/08/2020  
Scott A. Dahnke, Title:  
Managing Member

CGP2 Zoom Holding, L.P.,  
By: CGP2 Managers,  
L.L.C., its general partner, 06/08/2020  
By: /s/ Scott A. Dahnke,  
Title: Managing Member

LCGP3 Accelerator, L.P.,  
By: CGP3 Managers,  
L.L.C., its general partner, 06/08/2020  
By: /s/ Scott A. Dahnke,  
Title: Managing Member

CGP2 Managers, L.L.C.,  
L.P., By: /s/ Scott A.  
Dahnke, Title: Managing 06/08/2020  
Member

CGP3 Managers, L.L.C.,  
By: /s/ Scott A. Dahnke, 06/08/2020  
Title: Managing Member

\*\* 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 5 (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.**