

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
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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>Mudrick Distressed Opportunity 2020 Dislocation Fund, L.P.</u> (Last) (First) (Middle) 527 MADISON AVENUE, 6TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/14/2025	3. Issuer Name and Ticker or Trading Symbol <u>Vroom, Inc. [VRMMQ]</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	3,952,231 ⁽²⁾	I	See Notes ⁽¹⁾⁽³⁾⁽⁴⁾⁽⁵⁾

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			

1. Name and Address of Reporting Person*
Mudrick Distressed Opportunity 2020 Dislocation Fund, L.P.
 (Last) (First) (Middle)
 527 MADISON AVENUE, 6TH FLOOR
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Mudrick Distressed Opportunity 2020 Dislocation Fund GP, LLC
 (Last) (First) (Middle)
 527 MADISON AVENUE, 6TH FLOOR
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
Mudrick Distressed Opportunity SIF Master Fund, L.P.		
(Last)	(First)	(Middle)
527 MADISON AVENUE, 6TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
Mudrick Distressed Opportunity SIF GP, LLC		
(Last)	(First)	(Middle)
527 MADISON AVENUE, 6TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

Explanation of Responses:

- This statement is being filed by the following Reporting Persons: Mudrick Capital Management, L.P. ("MCM"), Mudrick Capital Management, LLC ("MCM GP"), Jason Mudrick, Mudrick Distressed Opportunity Fund Global, L.P. ("Global LP"), Mudrick GP, LLC ("Mudrick GP"), Mudrick Distressed Opportunity Drawdown Fund II, L.P. ("Drawdown II"), Mudrick Distressed Opportunity Drawdown Fund II SC, L.P. ("Drawdown II SC"), Mudrick Distressed Opportunity Drawdown Fund II GP, LLC ("Drawdown II GP"), Mudrick Distressed Opportunity Drawdown Fund III, L.P. ("Drawdown III"), Mudrick Distressed Opportunity Drawdown Fund III GP, LLC ("Drawdown III GP"), Mudrick Distressed Opportunity 2020 Dislocation Fund, L.P. ("DISL"), Mudrick Distressed Opportunity 2020 Dislocation Fund GP, LLC ("DISL GP"), Mudrick Distressed Opportunity SIF Master Fund, L.P. ("SIF"), and Mudrick Distressed Opportunity SIF GP, LLC ("SIF GP").
- Represents shares of Common Stock directly held as follows: 1,058,822 by Global LP; 725,385 by Drawdown II; 67,695 by Drawdown II SC; 44,005 by Drawdown III; 200,657 by DISL; 181,163 by SIF; and 1,674,504 by certain accounts managed by MCM (collectively, the "Mudrick Funds").
- Mudrick GP is the general partner of Global LP and may be deemed to beneficially own the number of securities of the Issuer directly held by Global LP. Drawdown II GP is the general partner of Drawdown II and Drawdown II SC and may be deemed to beneficially own the securities of the Issuer directly held by Drawdown II and Drawdown II SC. Drawdown III GP is the general partner of Drawdown III and may be deemed to beneficially own the securities of the Issuer directly held by Drawdown III. DISL GP is the general partner of DISL and may be deemed to beneficially own the number of securities of the Issuer held by DISL. SIF GP is the general partner of SIF and may be deemed to beneficially own the securities of the Issuer directly held by SIF.
- MCM is the investment manager to Drawdown II, Global LP, Drawdown II SC, Drawdown III, DISL, SIF and certain accounts managed by MCM. Mr. Mudrick is the sole member of Mudrick GP, Drawdown II GP, Drawdown III GP, MCM GP, DISL GP and SIF GP. By virtue of these relationships, each of MCM, MCM GP and Mr. Mudrick may be deemed to beneficially own the securities held directly by Global LP, Drawdown II, Drawdown II SC, Drawdown III, DISL, SIF and certain accounts managed by MCM.
- The Reporting Persons disclaim any beneficial ownership of the reported securities other than to the extent of any pecuniary interest they may have therein, directly or indirectly. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities of the Issuer in excess of their respective pecuniary interests. The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act. Exhibit List: Joint Filer Information. This filing shall not be deemed an admission that any of the Reporting Persons is subject to Section 16 of the Exchange Act.

Remarks:

Exhibit 99.1 (Joint Filer Information) is incorporated herein by reference. This Form 3 is the second of two Form 3s filed relating to the same event. The Form 3 has been split into two filings because there are more than 10 Reporting Persons in total, and the SEC's EDGAR filing system limits a single Form 3 to a maximum of 10 Reporting Persons. Each Form 3 is filed by Designated Filer, Mudrick Capital Management, L.P.

[See Exhibit 99.1](#)

[01/22/2025](#)

** 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.

Joint Filer Information

Name of Joint Filer: Mudrick Capital Management, L.P.
Address of Joint Filer: 527 Madison Avenue
6th Floor
New York, NY 10022
Issuer Name and Ticker or Trading Symbol: VROOM, INC. [VRMMQ]
Date of Event Requiring this Statement be Reported: January 14, 2025
Designated Filer: Mudrick Capital Management, L.P.

Signature:

Mudrick Capital Management, L.P.

By: Mudrick Capital Management, LLC, its general partner

By: /s/ Jason Mudrick

Name: Jason Mudrick

Title: Sole Member

Date: January 22, 2025

Joint Filer Information

Name of Joint Filer: Mudrick Capital Management, LLC

Address of Joint Filer: 527 Madison Avenue
6th Floor
New York, NY 10022

Issuer Name and Ticker or Trading Symbol: VROOM, INC. [VRMMQ]

Date of Event Requiring this Statement be Reported: January 14, 2025

Designated Filer: Mudrick Capital Management, L.P.

Signature:

Mudrick Capital Management, LLC

By: /s/ Jason Mudrick

Name: Jason Mudrick

Title: Sole Member

Date: January 22, 2025

Joint Filer Information

Name of Joint Filer: Jason Mudrick

Address of Joint Filer: 527 Madison Avenue
6th Floor
New York, NY 10022

Issuer Name and Ticker or Trading Symbol: VROOM, INC. [VRMMQ]

Date of Event Requiring this Statement be Reported: January 14, 2025

Designated Filer: Mudrick Capital Management, L.P.

Signature:

/s/ Jason Mudrick

Jason Mudrick

January 22, 2025

Joint Filer Information

Name of Joint Filer: Mudrick Distressed Opportunity Fund Global, L.P.

Address of Joint Filer: 527 Madison Avenue
6th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: VROOM, INC. [VRMMQ]

Date of Event Requiring this Statement be Reported: January 14, 2025

Designated Filer: Mudrick Capital Management, L.P.

Signature:

Mudrick Distressed Opportunity Fund Global, L.P.

By: Mudrick GP, LLC, its general partner

By: /s/ Jason Mudrick

Name: Jason Mudrick

Title: Sole Member

Date: January 22, 2025

Joint Filer Information

Name of Joint Filer: Mudrick GP, LLC

Address of Joint Filer: 527 Madison Avenue
6th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: VROOM, INC. [VRMMQ]

Date of Event Requiring this Statement be Reported: January 14, 2025

Designated Filer: Mudrick Capital Management, L.P.

Signature:

Mudrick GP, LLC

By: /s/ Jason Mudrick

Name: Jason Mudrick

Title: Sole Member

Date: January 22, 2025

Joint Filer Information

Name of Joint Filer: Mudrick Distressed Opportunity Drawdown Fund II, L.P.

Address of Joint Filer: 527 Madison Avenue
6th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: VROOM, INC. [VRMMQ]

Date of Event Requiring this Statement be Reported: January 14, 2025

Designated Filer: Mudrick Capital Management, L.P.

Signature:

Mudrick Distressed Opportunity Drawdown Fund II, L.P.

By: Mudrick Distressed Opportunity Drawdown Fund II GP,
LLC, its general partner

By: /s/ Jason Mudrick

Name: Jason Mudrick

Title: Sole Member

Date: January 22, 2025

Joint Filer Information

Name of Joint Filer: Mudrick Distressed Opportunity Drawdown Fund II SC, L.P.

Address of Joint Filer: 527 Madison Avenue
6th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: VROOM, INC. [VRMMQ]

Date of Event Requiring this Statement be Reported: January 14, 2025

Designated Filer: Mudrick Capital Management, L.P.

Signature:

Mudrick Distressed Opportunity Drawdown Fund II SC, L.P.

By: Mudrick Distressed Opportunity Drawdown Fund II GP,
LLC, its general partner

By: /s/ Jason Mudrick

Name: Jason Mudrick

Title: Sole Member

Date: January 22, 2025

Joint Filer Information

Name of Joint Filer: Mudrick Distressed Opportunity Drawdown Fund II GP, LLC

Address of Joint Filer: 527 Madison Avenue
6th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: VROOM, INC. [VRMMQ]

Date of Event Requiring this Statement be Reported: January 14, 2025

Designated Filer: Mudrick Capital Management, L.P.

Signature:

Mudrick Distressed Opportunity Drawdown Fund II GP, LLC

By: /s/ Jason Mudrick

Name: Jason Mudrick

Title: Sole Member

Date: January 22, 2025

Joint Filer Information

Name of Joint Filer: Mudrick Distressed Opportunity Drawdown Fund III, L.P.

Address of Joint Filer: 527 Madison Avenue
6th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: VROOM, INC. [VRMMQ]

Date of Event Requiring this Statement be Reported: January 14, 2025

Designated Filer: Mudrick Capital Management, L.P.

Signature:

Mudrick Distressed Opportunity Drawdown Fund III, L.P.

By: Mudrick Distressed Opportunity Drawdown Fund III GP,
LLC, its general partner

By: /s/ Jason Mudrick

Name: Jason Mudrick

Title: Sole Member

Date: January 22, 2025

Joint Filer Information

Name of Joint Filer: Mudrick Distressed Opportunity Drawdown Fund III GP, LLC

Address of Joint Filer: 527 Madison Avenue
6th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: VROOM, INC. [VRMMQ]

Date of Event Requiring this Statement be Reported: January 14, 2025

Designated Filer: Mudrick Capital Management, L.P.

Signature:

Mudrick Distressed Opportunity Drawdown Fund III GP, LLC

By: /s/ Jason Mudrick

Name: Jason Mudrick

Title: Sole Member

Date: January 22, 2025

Joint Filer Information

Name of Joint Filer: Mudrick Distressed Opportunity 2020 Dislocation Fund, L.P.

Address of Joint Filer: 527 Madison Avenue
6th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: VROOM, INC. [VRMMQ]

Date of Event Requiring this Statement be Reported: January 14, 2025

Designated Filer: Mudrick Capital Management, L.P.

Signature:

Mudrick Distressed Opportunity 2020 Dislocation Fund, L.P.

By: Mudrick Distressed Opportunity 2020 Dislocation Fund GP,
LLC, its general partner

By: /s/ Jason Mudrick

Name: Jason Mudrick

Title: Sole Member

Date: January 22, 2025

Joint Filer Information

Name of Joint Filer: Mudrick Distressed Opportunity 2020 Dislocation Fund GP, LLC

Address of Joint Filer: 527 Madison Avenue
6th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: VROOM, INC. [VRMMQ]

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Designated Filer: Mudrick Capital Management, L.P.

Signature:

Mudrick Distressed Opportunity 2020 Dislocation Fund GP, LLC

By: /s/ Jason Mudrick

Name: Jason Mudrick

Title: Sole Member

Date: January 22, 2025

Joint Filer Information

Name of Joint Filer: Mudrick Distressed Opportunity SIF Master Fund, L.P.

Address of Joint Filer: 527 Madison Avenue
6th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: VROOM, INC. [VRMMQ]

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Designated Filer: Mudrick Capital Management, L.P.

Signature:

Mudrick Distressed Opportunity SIF Master Fund, L.P.

By: Mudrick Distressed Opportunity SIF GP, LLC, its general partner

By: /s/ Jason Mudrick

Name: Jason Mudrick

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