

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>MYLOD ROBERT J JR</u> (Last) (First) (Middle) <u>C/O VROOM, INC.</u> <u>1375 BROADWAY, FLOOR 11</u> (Street) <u>NEW YORK NY 10018</u> (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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/11/2020</u>	
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	06/11/2020		C		301,412 ⁽¹⁾	A	(1)	499,472	D	
Common Stock	06/11/2020		C		944,668 ⁽¹⁾	A	(1)	1,148,540	I	By Annox Capital, LLC ⁽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
Series G Preferred Stock	(1)	06/11/2020		C			117,542	(1)	(1)	Common Stock	117,542	(1)	0	D	
Series H Preferred Stock	(1)	06/11/2020		C			183,870	(1)	(1)	Common Stock	183,870	(1)	0	D	
Series B Preferred Stock	(1)	06/11/2020		C			4,260	(1)	(1)	Common Stock	4,260	(1)	0	I	By Annox Capital, LLC ⁽²⁾
Series C Preferred Stock	(1)	06/11/2020		C			168,502	(1)	(1)	Common Stock	168,502	(1)	0	I	By Annox Capital, LLC ⁽²⁾
Series D Preferred Stock	(1)	06/11/2020		C			303,814	(1)	(1)	Common Stock	303,814	(1)	0	I	By Annox Capital, LLC ⁽²⁾
Series E Preferred Stock	(1)	06/11/2020		C			92,456	(1)	(1)	Common Stock	92,456	(1)	0	I	By Annox Capital, LLC ⁽²⁾
Series F Preferred Stock	(1)	06/11/2020		C			264,222	(1)	(1)	Common Stock	264,222	(1)	0	I	By Annox Capital, LLC ⁽²⁾
Series G Preferred Stock	(1)	06/11/2020		C			111,414	(1)	(1)	Common Stock	111,414	(1)	0	I	By Annox Capital, LLC ⁽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.
- The Reporting Person is the managing member of Annox Capital, LLC and as a result may be deemed to beneficially own the securities held of record by Annox Capital, LLC. The Reporting Person disclaims such beneficial ownership 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 Robert J. Mylod 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.

