SEC Form 4

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## 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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
Mudrick Capital Management, L.P.

(Last) (First) (Middle)
31 WEST 52ND STREET
16TH FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Vroom, Inc. [ VRM ]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
10/14/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☑ Director ☑ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
☐ Form filed by One Reporting Person
☑ Form filed by More than One Reporting Person

### 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 | | | |

### 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 | Amount or Number of Shares | | | | |
| Convertible Notes | $10.86 | 10/14/2026 | | P | | $8,500,035.12 | | 04/01/2032[4] | 06/30/2032 | Common Stock | 782,692[5] | (4) | $30,500,036.03 | I | See Notes[1][2][3][6] |

1. Name and Address of Reporting Person*
Mudrick Capital Management, L.P.

(Last) (First) (Middle)
31 WEST 52ND STREET
16TH FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Mudrick Capital Management LLC

(Last) (First) (Middle)
31 WEST 52ND STREET
16TH FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Mudrick Jason

(Last) (First) (Middle)
31 WEST 52ND STREET
16TH FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Mudrick Distressed Opportunity Drawdown Fund III, L.P.

(Last) (First) (Middle)
31 WEST 52ND STREET
16TH FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Mudrick Distressed Opportunity Drawdown Fund III GP, LLC

(Last) (First) (Middle)
31 WEST 52ND STREET
16TH FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Pietroforte Matthew

(Last) (First) (Middle)
31 WEST 52ND STREET
16TH FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Mudrick Distressed Opportunity Drawdown Fund II SC, L.P.

(Last) (First) (Middle)
31 WEST 52ND STREET
16TH FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Mudrick Distressed Opportunity Drawdown Fund II GP, LLC

(Last) (First) (Middle)
31 WEST 52ND STREET
16TH FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Mudrick Distressed Opportunity Drawdown Fund II, L.P.

(Last) (First) (Middle)
31 WEST 52ND STREET
16TH FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Mudrick Distressed Opportunity 2020 Dislocation Fund, L.P.

| (Last) | (First) | (Middle) |
|---|---|---|
| 31 WEST 52ND STREET<br>16TH FLOOR | | |
| (Street) | | |
| NEW YORK | NY | 10019 |
| (City) | (State) | (Zip) |

**Explanation of Responses:**

1. 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. ("Mudrick Opp Global"); 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"); and Matthew Pietroforte, who is a member of the Issuer's board of directors and a Managing Director and Senior Analyst at MCM.

2. Mudrick GP is the general partner of Mudrick Opp Global and may be deemed to beneficially own the number of securities of the Issuer directly held by Mudrick Opp Global. 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.

3. MCM is the investment manager to Drawdown II, Mudrick Opp Global, Drawdown II SC, Drawdown III and DISL and certain accounts managed by MCM. Mr. Mudrick is the sole member of Mudrick GP, Drawdown II GP, Drawdown III GP, MCM GP, and DISL 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 Mudrick Opp Global, Drawdown II, Drawdown II SC, Drawdown III and DISL and certain accounts managed by MCM.

4. Pursuant to an Exchange and Subscription Agreement with the Issuer, dated as of May 14, 2026 (the "Exchange Agreement"), the Reporting Persons acquired from the Issuer Senior Secured Delayed Draw Convertible Notes due 2032 ("Notes") that are convertible into shares of Common Stock pursuant to the terms of the Exchange Agreement and the terms of the Senior Secured Delayed Draw Convertible Note.

5. Represents shares of Common Stock into which the Notes acquired from the Issuer on October 14, 2026 may be converted in each case, subject to adjustment and other terms of the Notes as follows: 233,206 by Mudrick Opp Global; 160,681 by Drawdown II; 14,996 by Drawdown II SC; 9,912 by Drawdown III; 44,448 by DISL; and 319,449 by certain accounts managed by MCM.

6. 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 4 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 4 is the first of two identical Form 4s filed relating to the same event. The Form 4 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 4 to a maximum of 10 Reporting Persons. Each Form 4 is filed by Designated Filer, Mudrick Capital Management, L.P.

| See Exhibit 99.1** | 10/19/2026 |
|---|---|
| ** 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.**

Exhibit 99.1

Joint Filer Information

| | |
|---|---|
| Name of Joint Filer: | Mudrick Capital Management, L.P. |
| Address of Joint Filer: | 31 West 52nd Street<br>16th Floor<br>New York, NY 10019 |
| Issuer Name and Ticker or Trading Symbol: | Vroom, Inc. [ VRM ] |
| Date of Earliest Transaction: | October 14, 2026 |
| If Amendment, Date Original Filed (Month/Day/Year): | |
| 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: October 19, 2026

Joint Filer Information

| | |
|---|---|
| Name of Joint Filer: | Mudrick Capital Management, LLC |
| Address of Joint Filer: | 31 West 52nd Street<br>16th Floor<br>New York, NY 10019 |
| Issuer Name and Ticker or Trading Symbol: | Vroom, Inc. [ VRM ] |
| Date of Earliest Transaction: | October 14, 2026 |
| If Amendment, Date Original Filed (Month/Day/Year): | |
| Designated Filer: | Mudrick Capital Management, L.P. |

Signature:

Mudrick Capital Management, LLC

By: /s/ Jason Mudrick
Name: Jason Mudrick
Title: Sole Member
Date: October 19, 2026

Joint Filer Information

| | |
|---|---|
| Name of Joint Filer: | Jason Mudrick |
| Address of Joint Filer: | 31 West 52nd Street<br>16th Floor<br>New York, NY 10019 |
| Issuer Name and Ticker or Trading Symbol: | Vroom, Inc. [ VRM ] |
| Date of Earliest Transaction: | October 14, 2026 |
| If Amendment, Date Original Filed (Month/Day/Year): | |
| Designated Filer: | Mudrick Capital Management, L.P. |

Signature:

/s/ Jason Mudrick
Jason Mudrick
October 19, 2026

Joint Filer Information

| | |
|---|---|
| Name of Joint Filer: | Mudrick Distressed Opportunity Drawdown Fund III, L.P. |
| Address of Joint Filer: | 31 West 52nd Street<br>16th Floor<br>New York, NY 10019 |
| Issuer Name and Ticker or Trading Symbol: | Vroom, Inc. [ VRM ] |
| Date of Earliest Transaction: | October 14, 2026 |
| If Amendment, Date Original Filed (Month/Day/Year): | |
| 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: October 19, 2026

Joint Filer Information

| | |
|---|---|
| Name of Joint Filer: | Mudrick Distressed Opportunity Drawdown Fund III GP, LLC |
| Address of Joint Filer: | 31 West 52nd Street<br>16th Floor<br>New York, NY 10019 |
| Issuer Name and Ticker or Trading Symbol: | Vroom, Inc. [ VRM ] |
| Date of Earliest Transaction: | October 14, 2026 |
| If Amendment, Date Original Filed (Month/Day/Year): | |
| 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: October 19, 2026

Joint Filer Information

| | |
|---|---|
| Name of Joint Filer: | Matthew Pietroforte |
| Address of Joint Filer: | 31 West 52nd Street<br>16th Floor<br>New York, NY 10019 |
| Issuer Name and Ticker or Trading Symbol: | Vroom, Inc. [ VRM ] |
| Date of Earliest Transaction: | October 14, 2026 |
| If Amendment, Date Original Filed (Month/Day/Year): | |
| Designated Filer: | Mudrick Capital Management, L.P. |

Signature:

By: /s/ Matthew Pietroforte
Name: Matthew Pietroforte
Date: October 19, 2026

Joint Filer Information

| | |
|---|---|
| Name of Joint Filer: | Mudrick Distressed Opportunity Drawdown Fund II SC, L.P. |
| Address of Joint Filer: | 31 West 52nd Street<br>16th Floor<br>New York, NY 10019 |
| Issuer Name and Ticker or Trading Symbol: | Vroom, Inc. [ VRM ] |
| Date of Earliest Transaction: | October 14, 2026 |
| If Amendment, Date Original Filed (Month/Day/Year): | |
| 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: October 19, 2026

Joint Filer Information

| | |
|---|---|
| Name of Joint Filer: | Mudrick Distressed Opportunity Drawdown Fund II GP, LLC |
| Address of Joint Filer: | 31 West 52nd Street<br>16th Floor<br>New York, NY 10019 |
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| If Amendment, Date Original Filed (Month/Day/Year): | |
| 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: October 19, 2026

Joint Filer Information

| | |
|---|---|
| Name of Joint Filer: | Mudrick Distressed Opportunity Drawdown Fund II, L.P. |
| Address of Joint Filer: | 31 West 52nd Street<br>16th Floor<br>New York, NY 10019 |
| Issuer Name and Ticker or Trading Symbol: | Vroom, Inc. [ VRM ] |
| Date of Earliest Transaction: | October 14, 2026 |
| If Amendment, Date Original Filed (Month/Day/Year): | |
| 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: October 19, 2026

Joint Filer Information

| | |
|---|---|
| Name of Joint Filer: | Mudrick Distressed Opportunity 2020 Dislocation Fund, L.P. |
| Address of Joint Filer: | 31 West 52nd Street<br>16th Floor<br>New York, NY 10019 |
| Issuer Name and Ticker or Trading Symbol: | Vroom, Inc. [ VRM ] |
| Date of Earliest Transaction: | October 14, 2026 |
| If Amendment, Date Original Filed (Month/Day/Year): | |
| 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: October 19, 2026

Joint Filer Information

| | |
|---|---|
| Name of Joint Filer: | Mudrick Distressed Opportunity 2020 Dislocation Fund GP, LLC |
| Address of Joint Filer: | 31 West 52nd Street<br>16th Floor<br>New York, NY 10019 |
| Issuer Name and Ticker or Trading Symbol: | Vroom, Inc. [ VRM ] |
| Date of Earliest Transaction: | October 14, 2026 |
| If Amendment, Date Original Filed (Month/Day/Year): | |
| 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: October 19, 2026

Joint Filer Information

| | |
|---|---|
| Name of Joint Filer: | Mudrick Distressed Opportunity Fund Global, L.P. |
| Address of Joint Filer: | 31 West 52nd Street<br>16th Floor<br>New York, NY 10019 |
| Issuer Name and Ticker or Trading Symbol: | Vroom, Inc. [ VRM ] |
| Date of Earliest Transaction: | October 14, 2026 |
| If Amendment, Date Original Filed (Month/Day/Year): | |
| 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: October 19, 2026

Joint Filer Information

| | |
|---|---|
| Name of Joint Filer: | Mudrick GP, LLC |
| Address of Joint Filer: | 31 West 52nd Street<br>16th Floor<br>New York, NY 10019 |
| Issuer Name and Ticker or Trading Symbol: | Vroom, Inc. [ VRM ] |
| Date of Earliest Transaction: | October 14, 2026 |
| If Amendment, Date Original Filed (Month/Day/Year): | |
| Designated Filer: | Mudrick Capital Management, L.P. |

Signature:

Mudrick GP, LLC

By: /s/ Jason Mudrick
Name: Jason Mudrick
Title: Sole Member
Date: October 19, 2026