

| 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>Valkin Adam</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) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | | | |
| Common Stock | 06/11/2020 | | C | | 4,881,802 ⁽¹⁾ | A | (1) | 6,051,670 | I | See Footnote ⁽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 B Preferred Stock | (1) | 06/11/2020 | | C | | | 75,732 | (1) | (1) | Common Stock | 75,732 | (1) | 0 | I | See Footnote ⁽²⁾ |
| Series C Preferred Stock | (1) | 06/11/2020 | | C | | | 1,600,764 | (1) | (1) | Common Stock | 1,600,764 | (1) | 0 | I | See Footnote ⁽²⁾ |
| Series D Preferred Stock | (1) | 06/11/2020 | | C | | | 1,519,066 | (1) | (1) | Common Stock | 1,519,066 | (1) | 0 | I | See Footnote ⁽²⁾ |
| Series E Preferred Stock | (1) | 06/11/2020 | | C | | | 1,023,190 | (1) | (1) | Common Stock | 1,023,190 | (1) | 0 | I | See Footnote ⁽²⁾ |
| Series F Preferred Stock | (1) | 06/11/2020 | | C | | | 293,124 | (1) | (1) | Common Stock | 293,124 | (1) | 0 | I | See Footnote ⁽²⁾ |
| Series G Preferred Stock | (1) | 06/11/2020 | | C | | | 222,830 | (1) | (1) | Common Stock | 222,830 | (1) | 0 | I | See Footnote ⁽²⁾ |
| Series H Preferred Stock | (1) | 06/11/2020 | | C | | | 147,096 | (1) | (1) | Common Stock | 147,096 | (1) | 0 | I | See Footnote ⁽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 shares are held by General Catalyst Group VII, L.P. ("GCG VII"). General Catalyst GP VII, LLC ("GCGP VII") is the general partner of General Catalyst Partners VII, L.P. ("GCP VII"), which is the general partner of GCG VII. General Catalyst Group Management Holdings, L.P. ("GCGMH") is the manager of General Catalyst Group Management, LLC ("GCGM"), which is the manager of GCGP VII. As the Managing Members of General Catalyst Group Management Holdings GP, LLC, the general partner of GCGMH, Kenneth Chenault, Joel Cutler, David Fialkow and Hement Taneja (collectively, the "Managing Members"), share voting and dispositive power with respect to the shares held by GCG VII. Each of the Managing Members, Adam Valkin, the general partner of GCGMH, GCGM, GCGP VII and GCP VII may be deemed to beneficially own such shares but each disclaims beneficial ownership of such shares except to the extent of such person's or entity's pecuniary interest in such securities.

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 Adam Valkin 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.

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.