

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Shortt Thomas H</u> <hr/> (Last) (First) (Middle) C/O VROOM, INC. 3600 W SAM HOUSTON PKWY S, FLOOR 4 <hr/> (Street) HOUSTON TX 77042 <hr/> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2024</u>		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
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	03/08/2024		A		2,250 ⁽¹⁾	A	\$0.00	41,910 ⁽²⁾⁽³⁾	D	

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		Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents an award of restricted stock units that fifty percent of the RSUs will vest in full on March 19, 2025 and fifty percent of the RSUs will vest in full on March 20, 2025, subject to the reporting person's continued employment. Each restricted stock unit represents a contingent right to receive one share of Common Stock of the Issuer.
- On March 8, 2024, the board of directors of the Issuer amended the vesting schedule applicable to the award of (i) 3,268 restricted stock units originally granted on January 3, 2022, the unvested units of which will now vest 50% on March 19, 2025 and 50% on March 20, 2025; (ii) 15,000 restricted stock units originally granted on May 9, 2022, which will now vest 50% on March 19, 2025 and 50% on March 20, 2025; and (iii) 22,500 restricted stock units originally granted on March 20, 2023, which will now vest 50% on March 19, 2025 and 50% on March 20, 2025. Each restricted stock unit represents a contingent right to receive one share of Common Stock of the Issuer.
- The number of securities reported herein reflects the effects of a 1-for-80 reverse stock split effected by the Issuer on February 13, 2024, which was exempt from reporting pursuant to Rule 16a-9.

Remarks:

/s/ Alison Klein, Attorney-in-Fact for Thomas H. Shortt 03/12/2024

** 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.