

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

vroom[®]

VROOM, INC.

(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

 - (2) Aggregate number of securities to which transaction applies:

 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - (4) Proposed maximum aggregate value of transaction:

 - (5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

 - (2) Form, Schedule, or Registration Statement No.:

 - (3) Filing Party:

 - (4) Date Filed:

Your **V**ote Counts!

VROOM, INC.

2021 Annual Meeting
Vote by June 23, 2021
11:59 PM ET

vroom

VROOM, INC.
1375 BROADWAY, FLOOR 11
NEW YORK, NEW YORK 10018



D53486-P54674

You invested in VROOM, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on June 24, 2021.**

Get informed before you vote

You may view the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by making a request prior to June 10, 2021. If you would like a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 toll-free or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote prior to the Meeting, visit www.ProxyVote.com

Control #



Smartphone users
Point your camera here and
vote without entering a
control number



Vote Virtually during the Meeting*

June 24, 2021
10:00 AM EDT

Virtually during the Meeting at:
www.virtualshareholdermeeting.com/VRM2021

*Please check the meeting materials for any special requirements for meeting attendance.



THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors Nominees: 01) Robert J. Mylod 04) Paul J. Hennessy 07) Paula B. Pretlow 02) Scott A. Dahnke 05) Laura W. Lang 08) Frederick O. Terrell 03) Michael J. Farello 06) Laura G. O'Shaughnessy	✔ For
2. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for the year ending December 31, 2021.	✔ For
3. To approve on an advisory (non-binding) basis the frequency of future advisory votes on the compensation of the Company's named executive officers.	1 Year
NOTE: Such other business as may properly come before the meeting or any continuation, adjournment or postponement thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".