Risk Factors Comparison 2024-02-26 to 2023-03-01 Form: 10-K

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Investing in our Class A common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, **some of which have previously occurred and any of which may occur in the future,** together with all of the other information contained in this Annual Report ~~on Form 10- K~~, including " Management' s Discussion and Analysis of Financial Condition and Results of Operations " and our audited consolidated financial statements and related notes, before evaluating our business. Our business, financial condition, operating results, cash flow, and prospects could be materially and adversely affected by any of these risks or uncertainties. In that event, the trading price of our Class A common stock could decline. See " Special Note Regarding Forward - Looking Statements. " **Summary Risk Factors Our business is subject to a number of risks, including risks that may prevent us from achieving our business objectives or may adversely affect our business, financial condition, operating results, cash flow, and prospects. These risks are discussed more fully below and include, but are not limited to, risks related to:** Risks Related to Our Business and Industry **•** Our business is substantially dependent on our relationships with dealers. If a significant number of dealers terminate their subscription agreements with us, and / or dealer closures or consolidations occur that reduce demand for our products, our business and financial results would be materially and adversely affected **. • If we fail to maintain or increase the number of dealers that pay subscription fees to us, or fail to maintain or increase the fees paid to us for subscriptions, our business and financial results would be materially and adversely affected. • Our business is subject to risks related to the larger automotive industry ecosystem, which could have a material adverse effect on our business, revenue, results of operations, and financial condition. • If the CarOffer business and / or our combined offerings do not grow, our revenue and business could be adversely affected. • If we are unable to provide a compelling experience to consumers on our platform, connections between consumers and dealers using our marketplaces may decline and our business and financial results would be materially and adversely affected. • Any inability by us to develop new products, adapt to new technologies, or achieve widespread consumer and dealer adoption of those products, could negatively impact our business and financial results. • We rely, in part, on internet search engines to drive traffic to our websites, and if we fail to appear prominently in the search results, our traffic would decline and our business would be adversely affected. • Our revenue growth rate in the future is uncertain, including due to potential macroeconomic effects. • We may require additional capital to pursue our business objectives and respond to business opportunities, challenges, or unforeseen circumstances. If we are unable to generate sufficient cash flows or if capital is not available to us, our business, operating results, financial condition, and prospects could be adversely affected. • We depend on key personnel to operate our business, and if we are unable to retain, attract, and integrate qualified personnel, or if we experience turnover of our key personnel, our ability to develop and successfully grow our business could be materially and adversely affected. • We may be subject to disputes regarding the accuracy of Instant Market Values, Deal Ratings, Dealer Ratings, New Car Price Guidance, and other features of our marketplaces. • We are subject to a complex framework of laws and regulations, many of which are unsettled, still developing, and contradictory, which have in the past, and could in the future, subject us to claims, challenge our business model, or otherwise harm our business. • A significant disruption in service on our websites or mobile applications could damage our reputation and result in a loss of consumers, which could harm our business, brands, operating results, and financial condition. • We and our third- party service providers collect, process, store, transfer, share, disclose, and use consumer information and other data, and the actual or perceived failure of us or our third-party service providers to protect such information and data or respect users' privacy could expose us to liability and adversely affect our reputation, brands, business, and operating results. • Our ability to attract consumers to our own websites and to provide certain services to our customers depends on the collection of consumer data from various sources, which may be restricted by consumer choice, privacy restrictions, and developments in laws, regulations, and industry standards. • Failure to adequately protect our intellectual property could harm our business and operating results. • We may be unable to halt the operations of websites that aggregate or misappropriate our data. • Seasonality and other factors may cause fluctuations in our operating results and our marketing spend. • Failure to deal effectively with fraud or other illegal activity could harm our business. • We have identified a material weakness in our internal control over financial reporting. If we are unable to remediate this material weakness, we may not be able to accurately or timely report our financial condition or results of operations, which may adversely affect our business and the market price of our Class A common stock. • If our goodwill or intangible assets become impaired, we may be required to record a significant charge to earnings. Risks Related to Our Class A Common Stock • Our founder controls a majority of the voting power of our outstanding capital stock, and, therefore, has control over key decision- making and could control our actions in a manner that conflicts with the interests of other stockholders. • The trading price of our Class A common stock has been and may continue to be volatile and the value of our stockholders' investment in our stock could decline. • We cannot guarantee that our share repurchase program will be fully implemented or that it will enhance stockholder value, and share repurchases could affect the price of our Class A common stock. General Risk Factors • We participate in a highly competitive market, and pressure from existing and new companies may adversely affect our business and operating results. • We must maintain proper and effective internal control over financial reporting and any failure to maintain the adequacy of these internal controls may adversely affect investor confidence in us and, as a result, the value of our Class A common stock. • We expect our results of operations to fluctuate on a quarterly and**

annual basis . A significant source of our revenue consists of subscription fees paid to us by dealers for access to enhanced features on our automotive marketplaces. Our subscription agreements with dealers generally may be terminated by us with 30 days' notice and by dealers with 30 days' **advance** notice prior to the commencement of the applicable renewal term. The majority of our contracts with dealers currently provide for one- month committed terms and do not contain contractual obligations requiring a dealer to maintain its relationship with us beyond the committed term. A dealer may be influenced by several factors to cancel its subscription with us, including national and regional dealership associations, national and local regulators, automotive manufacturers, consumer groups, and consolidated dealer groups. If any of these influential groups indicate that dealers should not enter into or maintain subscription agreements with us, dealers could share this belief and we may lose a number of our paying dealers. If a significant number of our paying dealers terminate their subscriptions with us, our business and financial ~~results would be materially and adversely affected.~~ Additionally, in the past, the number of ~~United States~~ **U. S.** dealers has declined due to dealership closures and consolidations as a result of industry dynamics and macroeconomic issues. When dealers consolidate, the services they previously purchased separately are often purchased by the combined entity in a lesser quantity or for a lower aggregate price than before, leading to volume compression and loss of revenue. Further dealership consolidations or closures could reduce the aggregate demand for our products and services. If dealership closures and consolidations occur in the future, our business and financial results ~~could be materially and adversely affected. If we fail to maintain or increase the number of dealers that pay subscription fees to us, or fail to maintain or increase the fees paid to us for subscriptions, our business and financial results~~ would be materially and adversely affected ~~. As a result of the COVID- 19 pandemic, many paying dealers canceled their subscriptions with us (including, in some cases, with our permission prior to the end of the applicable contract term and notice period), and it is possible that such dealers will not re- subscribe and that additional dealers will cancel their subscriptions in the future for a variety of reasons, including as a result of the continuing effects of the COVID- 19 pandemic and other macroeconomic issues, such as increased interest rates and other matters that influence consumer spending~~ . If paying dealers do not receive the volume of consumer connections that they expect during their subscription period, do not experience the level of car sales they expect from those connections, or fail to attribute consumer connections or sales to our platform, they may terminate their subscriptions prior to the commencement of the applicable renewal term. If we fail to maintain or ~~expand our base~~ **increase the number** of paying dealers or fail to maintain or increase the level of fees that we receive from them, our business and financial results would be materially and adversely affected. We allow dealers to list their inventory in **our** ~~CarGurus'~~ marketplaces for free; however, we impose certain limitations on such free listings. In the future, we may decide to impose additional restrictions on Restricted Listings or modify the services available to non- paying dealers. These changes to our Restricted Listings product may result in less inventory being displayed to consumers, which may impair our efforts to attract consumers, and cause paying and non- paying dealers to receive fewer leads and connections, which may make it more difficult for us to convert non- paying dealers to paying dealers or maintain or ~~expand our base~~ **increase the number** of paying dealers. If dealers do not subscribe to our paid offerings at the rates we expect, our business and financial results would be materially and adversely affected. ~~Our business is subject to risks related to the larger automotive industry ecosystem, which could have a material adverse effect on our business, revenue, results of operations, and financial condition.~~ Decreases in consumer demand could adversely affect the market for automobile purchases and, **in turn** ~~as a result~~ , reduce the number of consumers using our platform. Consumer purchases of new and used automobiles generally decline during recessionary periods and other periods in which disposable income is adversely affected. Purchases of new and used automobiles are typically discretionary for consumers and have been, and may continue to be, affected by negative trends in the economy, including ~~: the ongoing effects of the COVID- 19 pandemic,~~ the cost of energy and gasoline; the availability and cost of credit; increased interest rates; reductions in business and consumer confidence; stock market volatility; ~~and increased~~ unemployment **; and the lingering effects of the COVID- 19 pandemic** . Further, in recent years the market for motor vehicles has experienced rapid changes in technology and consumer demands. Self- driving technology, ride sharing, transportation networks, and other fundamental changes in transportation could impact consumer demand for the purchase of automobiles. A reduction in the number of automobiles purchased by consumers could adversely affect dealers and car manufacturers and lead to a reduction in other spending by these groups, including targeted incentive programs. In addition, our business has been and may continue to be negatively affected by challenges to the larger automotive industry ecosystem, including global supply chain challenges, ~~the effects of the global semiconductor chip shortage~~ **labor, disruptions, work stoppages, or strikes** , changes to trade policies, including tariff rates and customs duties, trade relations between the ~~United States~~ **U. S.** and China **,** and other macroeconomic issues, including **increased interest rates and** the ~~ongoing~~ **lingering** effects of the COVID- 19 pandemic ~~and increased interest rates~~ . Increasing global inflation rates have spurred a cycle of monetary policy tightening, including through central bank increases to key short- term lending rates. Both the availability and cost of credit are factors affecting consumer confidence, which is a critical driver of vehicle sales for our consumers and dealers. Additionally, vehicle affordability for our consumers is becoming more challenging due to a combination of factors, including elevated vehicle pricing resulting from inflationary cost increases and vehicle production constraints, **rising** ~~and increasing~~ vehicle finance costs due to increased interest rates **, declines in inventory supply, and increases in wholesale auction prices and the prices that dealers charge consumers for vehicles** . These factors could have a material adverse effect on our business, revenue, results of operations, and financial condition. ~~If the CarOffer business and / or our combined offerings do not continue to grow, our revenue and business would be significantly harmed. A significant amount of our revenue is now derived from the wholesale sale of automobiles and IMCO.~~ Continued achievement of our transaction synergies and our ability ~~to continue~~ to grow the CarOffer business and the revenue associated with it depends on a number of factors, including ~~, but not limited to,~~ our ability to ~~continue to:~~ expand the number of dealers engaging on the CarOffer platform; retain existing customers and increase the share of wholesale transactions ~~which~~ **that** they complete on the CarOffer platform; attract prospective customers who have historically purchased or sold vehicles through physical auctions and may choose not to transact online; and successfully compete with competitors, including other online vehicle auction companies and large, national offline vehicle auction companies that are expanding into the online channel and have launched online auctions in connection with their physical auctions. Additionally, our ability to ~~continue to~~ grow IMCO and the revenue associated with it also depends on a number of factors, including ~~, but not limited to,~~ our ability to continue to ~~:~~ effectively scale and market IMCO; attract prospective consumers to sell their vehicles online through IMCO; and successfully compete with competitors, including online dealerships. If our anticipated transaction synergies do not fully materialize, or the CarOffer business and / or IMCO fail to ~~continue to~~ grow at the rate we expect, our revenue and business ~~would~~ **could** be ~~significantly harmed~~ **adversely affected** . Industry conditions such as a significant change in retail vehicle prices or a decline in the used vehicle inventory supply coming to the wholesale market could also adversely impact CarOffer' s business and growth. For example, if retail prices for used vehicles rise relative to retail prices for new vehicles, it could make buying a new vehicle more attractive to consumers than buying a used vehicle, which could result in reduced used vehicle wholesale sales on the CarOffer platform. Used vehicle dealers may also decide to retail more of their vehicles on their own, which could adversely impact the volume of vehicles offered for sale on the CarOffer platform **. In addition, the decline in the supply of inventory has also led to an increase in wholesale auction prices and the prices that dealers charge consumers for automobiles** . We also face inventory risk in connection with vehicles acquired by CarOffer via arbitration, including the risk of inventory obsolescence, a decline in values, and significant inventory write- downs or write- offs. Such inventory risk would be higher if arbitrations increase, which is more likely to occur in connection with declining wholesale market conditions. Furthermore, activity on the CarOffer platform has in the past fluctuated, and may again in the future fluctuate, from period to period based on macroeconomic conditions and changing demand requirements, which could adversely impact our revenue, results of operations, and financial condition for such period (s). Macroeconomic issues, including increased interest rates and lower consumer confidence, could also adversely impact dealer demand for sourcing inventory and therefore lead to a reduction in the number of vehicle wholesale sales on the CarOffer platform and / or transacted via IMCO, which would adversely impact CarOffer' s business and financial results. Additionally, inventory challenges in the automotive industry ~~, including for reasons attributable to the COVID- 19 pandemic,~~ have contributed and could continue to contribute to a decrease in the supply of vehicles coming to the wholesale market and reduce the number of vehicles sold on the CarOffer platform and / or transacted via IMCO. An inability by CarOffer to retain customers and / or increase or find alternative sources of vehicle supply ~~would~~ **could** adversely impact our revenue and business **. We may fail to successfully integrate CarOffer and / or fail to fully realize all of the anticipated benefits of the 2023 CarOffer Transaction, which could harm our business, brands, operating results, and financial condition. On December 1, 2023, we completed the 2023 CarOffer Transaction. Successful integration of CarOffer' s operations and personnel into our existing operations places an additional burden on management and other internal resources. The integration process could distract our management, disrupt our ongoing business, or result in inconsistencies in our services, standards, controls, procedures, and policies, any of which could adversely affect our ability to maintain relationships with customers and employees or to achieve the anticipated benefits of the 2023 CarOffer Transaction, which could, in turn, harm our business, brands, operating results, and financial condition** . If dealers or other advertisers reduce their spending with us, our advertising revenue and business **and our financial results** would be harmed. A portion of our revenue is derived from advertising ~~revenues~~ - **revenue** generated primarily through short- term advertising sales, including on- site advertising and audience targeting services, to dealers, auto manufacturers, and other auto- related brand advertisers. We compete for this advertising revenue with other online automotive marketplaces and with television, print media, and other traditional advertising channels. Our ability to attract and retain advertisers and to generate advertising revenue depends on a number of factors, including our ability to ~~:~~ increase the number of consumers using our marketplaces; compete effectively for advertising spending with other online automotive marketplaces; continue to develop our advertising products; keep pace with changes in technology and the practices and offerings of our competitors **, including the use of AI** ; and offer an attractive ROI to our advertisers for their advertising spend with us. As a result of the effects of the COVID- 19 pandemic, some advertisers canceled or reduced their advertising with us and it is possible that advertising customers will cancel or reduce their advertising with us in the future for a variety of reasons, including ~~the effects of the COVID- 19 pandemic and other~~ macroeconomic issues, such as increased interest rates and other matters that influence consumer spending. In addition, the year- over- year decline in the number of consumer visits to our sites as a result of the COVID- 19 pandemic or otherwise resulted in the delivery of fewer impressions for our advertising customers than anticipated year- over- year for the ~~year~~ **years** ended December 31, 2022, **2021, and 2020,** which ~~has~~ caused, and may continue to cause, an adverse impact on our advertising ~~revenues~~ - **revenue** . We may not succeed in capturing a greater share of our advertisers' spending if we are unable to convince advertisers of the effectiveness or superiority of our advertising offerings as compared to alternative channels. If current advertisers reduce their advertising spending with us and we are unable to replace such reduced advertising spending, our advertising revenue and business and financial results would be harmed. If we ~~are unable to provide a compelling experience to consumers on our platform, connections between consumers and dealers using our marketplaces may decline and our business and financial results would be materially and adversely affected. If we~~ fail ~~to continue~~ to provide a compelling vehicle search experience to consumers, the number of connections between consumers and dealers through our marketplaces could decline, which **,** in turn **,** could lead dealers to suspend listing their inventory in our marketplaces, cancel their subscriptions, or reduce their spending with us. If dealers pause or cancel listing their inventory in our marketplaces, we may not be able to attract a large consumer audience, which may cause other dealers to pause or cancel their use of our marketplaces. This reduction in the number of dealers using our marketplaces would ~~likely~~ materially and adversely affect our marketplaces and our business and financial results. We believe that our ability to provide a compelling vehicle search experience, both on desktop computers and through mobile devices, is subject to a number of factors, including our ability to ~~:~~ maintain attractive marketplaces for consumers and dealers; continue to innovate and introduce products for our marketplaces **; anticipate or adapt to new and changing technologies, including the use of AI, and consumer requirements on a timely**

basis ; launch new products that are effective and have a high degree of consumer engagement; display a wide variety of automobile inventory to attract more consumers to our websites; provide mobile applications that engage consumers; maintain the compatibility of our mobile applications with operating systems, such as iOS and Android, and with popular mobile devices running such operating systems; and access and analyze a sufficient amount of data to enable us to provide relevant information to consumers, including pricing information and accurate vehicle details. ~~Any inability by us to develop new products, or achieve widespread consumer and dealer adoption of those products, could negatively impact our business and financial results.~~ Our success depends on our continued innovation to provide products that make our marketplaces, websites, and mobile applications useful for consumers and dealers or that otherwise provide value to consumers and dealers. For example, ~~during 2022~~ we ~~sealed IMCO in furtherance of our evolution to a transaction- enabled platform. We also~~ continue to develop digital retail offerings, including those that expand a dealer' s geographic footprint and others that bring additional elements of the car buying experience online through our websites. A failure by us to capture the benefits that we expect from ~~our rollout of IMCO and~~ these digital retail investments could **negatively impact** ~~have an adverse effect on~~ our business and financial results. We also anticipate that over time our investments in our current products may become less productive and the growth of our revenue will require more focus on developing new products. These new products must be widely adopted by consumers and dealers in order for us to continue to attract consumers to our marketplaces and dealers to our products and services. Accordingly, we must continually invest resources in product, technology, and development to improve the attractiveness of our marketplaces **and adapt to new and changing technologies and consumer requirements** . Our ability to engage in these activities may decline as a result of macroeconomic effects and any cost- savings initiatives on our business. These product, technology, and development expenses may include costs of hiring additional personnel and retaining our current employees, engaging third-party service providers **,** and conducting other research and development activities. There can be no assurance that innovations to our products like IMCO **or TDO** , or the development of future products, will increase consumer or dealer engagement, achieve market acceptance, create additional revenue **,** or become profitable **. There can also be no assurance that our future products will meet consumer expectations in light of new technologies offered by others in the marketplace** . In addition, revenue relating to new products is typically unpredictable and our new products may have lower gross margins, lower retention rates, and higher marketing and sales costs than our existing products. We are likely to continue to modify our pricing models for both existing and new products so that our prices for our offerings reflect the value those offerings are providing to consumers and dealers. Our pricing models may not effectively reflect the value of products to dealers, and, if we are unable to provide marketplaces and products that consumers and dealers want to use, they may reduce or cease the use of our marketplaces and products. Without innovative marketplaces and related products, we may be unable to attract additional, unique consumers or retain current consumers, which could affect the number of dealers that become paying dealers and the number of advertisers that want to advertise in our marketplaces, as well as the amounts that they are willing to pay for our products, which could, in turn, negatively impact our business and financial results ~~. We rely on internet search engines to drive traffic to our websites, and if we fail to appear prominently in the search results, our traffic would decline and our business would be adversely affected~~ . We rely, in part, on internet search engines such as Google, Bing, and Yahoo! to drive traffic to our websites. The number of consumers we attract to our marketplaces from search engines is due in part to how and where our websites rank in unpaid search results. These rankings can be affected by a number of factors, many of which are not under our direct control and may change frequently. For example, when a consumer searches for a vehicle in an internet search engine, we rely on a high organic search ranking of our webpages to refer the consumer to our websites. Our competitors' internet search engine optimization efforts may result in their websites receiving higher search result rankings than ours, or internet search engines could change their methodologies and / or introduce competing products in a way that would adversely affect our search result rankings. If internet search engines modify their methodologies in ways that are detrimental to us, as they have done from time to time, or if our efforts to improve our search engine optimization are unsuccessful or less successful than our competitors' efforts, our ability to attract a large consumer audience could diminish, traffic to our marketplaces could decline **,** and the number of leads that we send to our dealers could be adversely impacted. Additionally, competing products from internet search engine providers, such as those that provide dealer and vehicle pricing and other information directly in search results **or decreases in consumer use of search engines, for example, as a result of the continued development of AI technology** , could also adversely impact traffic to our websites and the number of leads that we are able to send to our dealers. Our business would also be adversely affected if internet search engine providers choose to align with our competitors. Reductions in our own search advertising spend or more aggressive spending by our competitors could also cause us to incur higher advertising costs and / or reduce our market visibility to prospective users. Our websites have experienced fluctuations in organic and paid search result rankings in the past, and we anticipate fluctuations in the future. Any reduction in the number of consumers directed to our websites through internet search engines ~~could~~ **would** harm our business and operating results. We may be unable to maintain or grow relationships with data providers, or may experience interruptions in the data they provide, which may create a less valuable or transparent shopping experience and negatively affect our business and operating results. We obtain data from many third- party data providers, including inventory management systems, automotive website providers, customer relationship management systems, dealer management systems, governmental entities, and third- party data licensors. Our business relies on our ability to obtain data for the benefit of consumers and dealers using our marketplaces. For example, our success in each market is dependent in part upon our ability to obtain and maintain inventory data and other vehicle information for those markets. The loss or interruption of such inventory data or other vehicle information could decrease the number of consumers using our marketplaces. We could experience interruptions in our data access for a number of reasons, including difficulties in renewing our agreements with data providers, changes to the software used by data providers, efforts by industry participants to restrict access to data, and increased fees we may be charged by data providers. Our marketplaces could be negatively affected if any current provider terminates its relationship with us or our service from any provider is interrupted. If there is a material disruption in the data provided to us, the information that we provide to consumers and dealers using our marketplaces may be limited. In addition, the quality, accuracy, and timeliness of this information may suffer, which may lead to a less valuable **or** ~~and less~~ transparent shopping experience for consumers using our marketplaces and could negatively affect our business and operating results. The failure to build, maintain **,** and protect our brands would harm our ability to attract a large consumer audience and to expand the use of our marketplaces by consumers and dealers. ~~While we are focused on building our brand recognition, maintaining~~ **Maintaining** and enhancing our brands will depend largely on the success of our efforts to maintain the trust of consumers and dealers and to deliver value to each consumer and dealer using our marketplaces. Our ability to protect our brands is also impacted by the success of our efforts to optimize our significant brand spend and overcome the intense competition in brand marketing across our industry, including competitors that may imitate our messaging. In addition, we have reduced our brand spend in comparison to our pre- COVID- 19 pandemic levels, and it is possible that we may in the future decide to further suppress such spend depending on macroeconomic conditions. If consumers believe that we are not focused on providing them with a better automobile shopping experience, or if we fail to overcome brand marketing competition and maintain a differentiated value proposition in consumers' minds, our reputation and the strength of our brands may be adversely affected. Complaints or negative publicity about our business practices and culture, our management team and employees, our marketing and advertising campaigns, our compliance with applicable laws and regulations, the integrity of the data that we provide to consumers, data privacy and security issues, third party content and conduct on our websites **,** and other aspects of our business, irrespective of their validity, could diminish consumers' and dealers' confidence and participation in our marketplaces and could adversely affect our brands. There can be no assurance that we will be able to maintain or enhance our brands, and failure to do so would harm our business growth prospects and operating results. Our ~~recent, rapid growth is not indicative of our future growth, and our~~ revenue ~~growth rate in the future is uncertain, including due to potential macroeconomic effects. Our revenue increased~~ **decreased** to $ **914** ~~1, 655~~ . ~~0~~ **2** million for the year ended December 31, ~~2022~~ **2023** from $ ~~951~~ **1, 655** . ~~4~~ **0** million for the year ended December 31, ~~2021~~ **2022** , representing a ~~74~~ **45** % ~~increase~~ **decrease** between such periods. Our revenue in the future **is uncertain** ~~may not grow at such a rate~~ and could potentially be impacted by macroeconomic issues, such as declining wholesale vehicle prices, ~~the war in Ukraine and Russian sanctions,~~ increased interest rates, lower consumer confidence, **labor, disruptions, work stoppages, or strikes,** consumer debt levels **, the war in Ukraine and Russian sanctions, the conflict in Israel and surrounding areas and the possible expansion of such conflict,** and other matters that influence consumer spending and preferences. **We** ~~In addition, we~~ will **also** not be able to grow as expected, or at all, if we fail to ~~:~~ increase the number of consumers using our marketplaces; attract new consumers to sell their vehicles online through IMCO; maintain and expand the number of dealers that subscribe to our marketplaces and maintain and increase the fees that they are paying; expand the number of dealers engaging on the CarOffer platform and increase the share of wholesale transactions which they complete on such platform; attract and retain advertisers placing advertisements in our marketplaces; further improve the quality of our marketplaces and introduce high quality new products; and increase the number of connections between consumers and dealers using our marketplaces and connections to paying dealers ~~, in particular~~ . If our revenue declines or fails to grow, investors' perceptions of our business may be adversely affected, and the market price of our Class A common stock could decline ~~. We may require additional capital to pursue our business objectives and respond to business opportunities, challenges, or unforeseen circumstances. If we are unable to generate sufficient cash flows or if capital is not available to us, our business, operating results, financial condition, and prospects could be adversely affected~~ . If we are unable to generate sufficient cash flows, we would require additional capital to pursue our business objectives and respond to business opportunities, challenges, or unforeseen circumstances, including the ~~continuing~~ effects of ~~the COVID- 19 pandemic and other~~ macroeconomic issues **,** as well as to make marketing expenditures to improve our brand awareness, develop new products, further improve our platform and existing products, enhance our operating infrastructure, and acquire complementary businesses and technologies. **We** ~~Accordingly, we~~ may need to engage in equity or debt financings to secure additional funds, in addition to our revolving credit facility associated with the Credit Agreement (as defined below) ~~(~~ **, which we refer to as** the ~~"~~ 2022 Revolver ~~")~~ . ~~However, additional~~ **Additional** funds may not be available when we need them on terms that are acceptable to us or at all. Volatility in the equity and credit markets **, including heightened inflation and interest rate and currency rate fluctuation,** may also have an adverse effect on our ability to obtain equity or debt financing. An inability to obtain adequate financing or financing on terms satisfactory to us when we require it could significantly limit our ability to continue to pursue our business objectives and to respond to business opportunities, challenges, or unforeseen circumstances, and ~~may~~ **could** adversely affect our business, operating results, financial condition, and prospects. Our international operations involve risks that may differ from, or are in addition to, our domestic operational risks. In addition to the ~~United States~~ **U. S.** , we operate marketplaces in the ~~United Kingdom~~ **U. K.** and Canada, which are less familiar competitive environments and involve various risks, including the need to invest significant resources and the likelihood that returns on such investments will not be achieved for several years, or possibly at all. We have incurred losses in prior periods in the ~~United Kingdom~~ **U. K.** and Canada and may incur losses there again in the future. We also face various other challenges in those jurisdictions. **Our** ~~For example, our~~ competitors may be more established or otherwise better positioned than we are to succeed in the ~~United Kingdom~~ **U. K.** and Canada. Our competitors may offer services to dealers that make dealers dependent on them, such as hosting dealers' websites and providing inventory feeds for dealers, which would make it difficult to attract dealers to our marketplaces. Any of these barriers could impede our operations in our international markets, which could affect our business and potential growth. Our ability to manage our business and conduct our operations internationally requires considerable management attention and resources, and is subject to the particular challenges of supporting a business in an environment of multiple ~~languages,~~ cultures, customs, legal and regulatory systems, alternative dispute resolution systems, and commercial infrastructures. Operating internationally may subject us to different risks or increase our exposure in connection with current risks, including ~~risks associated with:~~ adapting our websites and mobile applications to conform to local consumer behavior; increased competition from local providers and potential preferences by local populations for local providers; compliance with applicable foreign laws and regulations, including different privacy, censorship, and liability standards and regulations, and different intellectual property laws; the enforceability of our intellectual property rights; credit risk and higher levels of payment fraud; compliance with anti- bribery laws, including compliance with currency exchange rate fluctuations; adverse changes in trade relationships among foreign countries and / or between the ~~United States~~ **U. S.** and such countries; double taxation of our international earnings and potentially adverse tax consequences arising from the tax laws of the ~~United States~~ **U. S.** or the foreign jurisdictions in which we operate; and higher costs of doing business internationally. We ~~depend on key personnel to operate our business, and if we are unable to retain, attract and integrate qualified personnel, or if we experience turnover of our key personnel, our ability to develop and successfully grow our business could be materially and adversely affected. We~~ believe our success has depended, and continues to depend, on our continuing ability to attract, develop, motivate, and retain highly qualified and skilled employees. **We** ~~Since the onset of the COVID- 19 pandemic, we~~ have ~~encountered increased rates of turnover of our employee base and~~ encountered intense competition for retaining and attracting qualified and skilled employees. Accordingly, we have incurred, and we may continue to incur, significant costs to attract new employees and retain existing ones, and we may in the future become less competitive in attracting and retaining employees as a result of any expense reduction efforts that we may initiate **. If we do not succeed in attracting well- qualified employees or retaining and motivating existing employees, our business could be materially and adversely affected** . In addition, any unplanned turnover, reduced involvement, or our failure to develop an adequate succession plan for any of our executive officers or key employees, or the reduction in their involvement in the management of our business, could materially adversely affect our ability to execute our business plan and strategy, and we may not be able to find adequate replacements on a timely basis, or at all. Our executive officers and other employees are at- will, which means they may terminate their employment relationships with us at any time ~~, and their knowledge of our business and industry would be extremely difficult to replace~~ . We cannot ensure that we will be able to retain the services of any members of our senior management or other key employees. **Furthermore** ~~For example~~ , **changes** ~~effective on October 3, 2022 and December 2, 2022, respectively, Scot Fredo, our former Chief Financial Officer, and Yann Gellot, our former Senior Vice President, Finance and Principal Accounting Officer, resigned. If we do not succeed in attracting well- qualified employees or retaining and motivating existing employees, our business could be materially and adversely affected. Additionally, we may face risks related to the transitions that recently occurred~~ in our senior management team **and other key employees have the potential to disrupt our business** , **and any** such ~~as the departures of Messrs. Fredo and Gellot, and other future transitions in our leadership, including the~~ disruption ~~of~~ **could adversely affect** our operations ~~and the depletion of~~ **, growth, financial condition,** ~~our~~ - **or results** ~~institutional knowledge base. We may be subject to disputes regarding the accuracy~~ of **operations** ~~Instant Market Values, Deal Ratings, Dealer Ratings, New Car Price Guidance and other features of our marketplaces~~ . We provide consumers using our CarGurus platform and dealers using our CarOffer platform with our proprietary IMV, Deal Ratings, and Dealer Ratings, as well as other features to help them evaluate vehicle listings, including price guidance for new car listings, or New Car Price Guidance. Our valuation models depend on the inventory listed on our ~~sites~~ **websites** as well as public information regarding automotive sales. If the inventory on our ~~sites~~ **websites** declines significantly, or if the number of automotive sales declines significantly or used car sales prices become volatile, whether as a result of macroeconomic effects or otherwise, our valuation models may not perform as expected. Revisions to or errors in our automated valuation models, or the algorithms that underlie them, may cause the IMV, the Deal Rating, New Car Price Guidance, or other features to vary from our expectations regarding the accuracy of these tools. In addition, from time to time, regulators, consumers, dealers **,** and other industry participants may question or disagree with our IMV, Deal Rating, Dealer Rating **,** or New Car Price Guidance. Any such questions or disagreements could result in distraction from our business or potentially harm our reputation, could result in a decline in consumers' confidence in, or use of, our marketplaces **,** and could result in legal disputes ~~. We are subject to a complex framework of laws and regulations, many of which are unsettled, still developing and contradictory, which have in the past, and could in the future, subject us to claims, challenge our business model, or otherwise harm our business~~ . Various aspects of our business are, may become, or may be viewed by regulators from time to time as subject, directly or indirectly, to ~~United States~~ **U. S.** federal, state **,** and local laws and regulations, and to foreign laws and regulations. Local Motor Vehicle Sales, Advertising and Brokering, and Consumer Protection Laws The advertising and sale of new and used motor vehicles is highly regulated by the jurisdictions in which we do business. Regulatory authorities or third parties could take the position that some of the laws or regulations applicable to dealers or to the manner in which motor vehicles are advertised and sold generally are directly applicable to our business. If our marketplaces and related products are determined to not comply with relevant regulatory requirements, we or dealers could be subject to civil and criminal penalties, including fines, or the award of significant damages in class actions or other civil litigation, as well as orders interfering with our ability to continue providing our marketplaces and related products and services in certain jurisdictions. In addition, even absent such a determination, to the extent dealers are uncertain about the applicability of such laws and regulations to our business, we may lose, or have difficulty increasing the number of paying dealers, which would affect our future growth. If regulators or other third parties take the position that our marketplaces or related products violate applicable dealer licensing, brokering, bird-dog, consumer protection, consumer finance **,** or advertising laws or regulations, responding to such allegations could be costly, could require us to pay significant sums in settlements, could require us to pay civil and criminal penalties, including fines, could interfere with our ability to continue providing our marketplaces and related products in certain jurisdictions, or could require us to make adjustments to our marketplaces and related products or the manner in which we derive revenue from dealers using our platform, any or all of which could result in substantial adverse publicity, termination of subscriptions by dealers, decreased ~~revenues~~ - **revenue** , distraction for our employees, increased expenses, and decreased profitability. Federal Laws and Regulations The ~~United States~~ Federal Trade Commission, or the FTC, has the authority to take actions to remedy or prevent acts or practices that it considers to be unfair or deceptive and that affect commerce in the ~~United States~~ **U. S. For example, in**

December 2023 the FTC issued the Combating Auto Retail Scams Rule, or the CARS Rule. The CARS Rule sets a framework to ensure transparency throughout the vehicle selling process and could have an impact on our services . If the FTC takes the position in the future that any aspect of our business, including our advertising and privacy practices, constitutes an unfair or deceptive act or practice, responding to such allegations could require us to defend our practices and pay significant damages, settlements, and civil penalties, or could require us to make adjustments to our marketplaces and related products and services, any or all of which could result in substantial adverse publicity, distraction for our employees, loss of participating dealers, lost ~~revenues~~ - **revenue** , increased expenses, and decreased profitability. Our platforms enable us, dealers, and users to send and receive text messages and other mobile phone communications. The ~~Telephone Consumer Protection Act, or the~~ TCPA, as interpreted and implemented by the ~~United States Federal Communications Commission, or the~~ FCC ~~,~~ and federal and state courts, impose significant restrictions on utilization of telephone calls and text messages to residential and mobile telephone numbers as a means of communication, particularly if the prior express consent of the person being contacted has not been obtained. Violations of the TCPA may be enforced by the FCC, by state attorneys general, or by others through litigation, including class actions. Furthermore, several provisions of the TCPA, as well as applicable rules and orders, are open to multiple interpretations, and compliance may involve fact- specific analyses. Any failure by us, or the third parties on which we rely, to adhere to, or successfully implement, appropriate processes and procedures in response to existing or future laws and regulations could result in legal and monetary liability, fines **,** and penalties, or damage to our reputation in the marketplace, any of which could have a material adverse effect on our business, financial condition, and results of operations. Even if the claims are meritless, we may be required to expend resources and pay costs to defend against regulatory actions or third- party claims. Additionally, any change to applicable laws or their interpretations that further restricts the way consumers and dealers interact through our platforms, or any governmental or private enforcement actions related thereto, could adversely affect our ability to attract customers and could harm our business, financial condition, results of operations, and cash flows. Antitrust and Other Laws Antitrust and competition laws prohibit, among other things, any joint conduct among competitors that would lessen competition in the marketplace. A governmental or private civil action alleging unlawful or anticompetitive activity could be costly to defend and could harm our business, results of operations, financial condition, and cash flows. Claims could be made against us under both ~~United States~~ **U. S.** and foreign laws, including claims for defamation, libel, invasion of privacy, false advertising, **or** intellectual property infringement, or claims based on other theories related to the nature and content of the materials disseminated by our marketplaces and on portions of our websites. Our defense against any of these actions could be costly and involve significant time and attention of our management and other resources. If we become liable for information transmitted in our marketplaces, we could be directly harmed and we may be forced to implement new measures to reduce our exposure to this liability. The foregoing description of laws and regulations to which we are or may be subject is not exhaustive, and the regulatory framework governing our operations is subject to continuous change. We are, and we will continue to be, exposed to legal and regulatory risks including with respect to privacy, tax, law enforcement, content, intellectual property, competition, and other matters. The enactment of new laws and regulations or the interpretation of existing laws and regulations, both domestically and internationally, may affect the operation of our business, directly or indirectly, which could result in substantial regulatory compliance costs, civil or criminal penalties, including fines, adverse publicity, loss of subscribing dealers, lost ~~revenues~~ - **revenue** , increased expenses, and decreased profitability. Further, investigations by governmental agencies, including the FTC, into allegedly anticompetitive, unfair, deceptive **,** or other business practices by us or dealers using our marketplaces, could cause us to incur additional expenses and, if adversely concluded, could result in substantial civil or criminal penalties and significant legal liability, or orders requiring us to make adjustments to our marketplaces and related products and services. We rely on third- party service providers and strategic partners for many aspects of our business, and any failure to maintain these relationships or to successfully integrate certain third- party platforms could harm our business. Our success depends upon our relationships with third parties, including ~~, among others:~~ our ~~payment~~ **transaction** processor; our data center hosts; our information technology providers; our data providers for inventory and vehicle information; and our partners for vehicle transportation, inspection **,** and other logistics associated with our CarOffer business and IMCO. If these third parties experience difficulty meeting our requirements or standards, have adverse audit results, violate the terms of our agreements or applicable law, fail to obtain or maintain applicable licenses, or if the relationships we have established with such third parties expire or otherwise terminate, it could make it difficult for us to operate some aspects of our business, which could damage our business and reputation. In addition, if such third- party service providers or strategic partners were to cease operations, temporarily or permanently, face financial distress or other business disruptions, increase their fees, or if our relationships with these providers or partners deteriorate or terminate, whether as a result of macroeconomic conditions or otherwise, we could suffer increased costs and we may be unable to provide similar services until an equivalent provider could be found or we could develop replacement technology or operations. For example, primarily in connection with our Dealer- to- Dealer transactions, we utilize a **single** third- party ~~payment~~ **transaction** processor that collects customer payments on our behalf and remits them to us, ~~as well as~~ provides payments in advance for certain selling dealers **, provides titling services for transactions, and holds auction licenses** . If our relationship with this third- party ~~payment~~ **transaction** processor were to deteriorate or terminate, we would have to identify a succeeding ~~payment~~ **transaction** processor or assume in- house facilitation of these services, which ~~could~~ **would** disrupt our business and **could** adversely affect our revenue, results of operations, and financial condition. Furthermore, if we are unsuccessful in identifying or finding high- quality partners, if we fail to negotiate cost- effective relationships with them, or if we ineffectively manage these relationships, it could have an adverse impact on our business and financial results. Our enterprise systems require that we integrate the platforms hosted by certain third- party service providers. We are responsible for integrating these platforms and updating them to maintain proper functionality. Issues with these integrations, our failure to properly update third- party platforms **,** or any interruptions to our internal enterprise systems could harm our business by causing delays in our ability to quote, activate service **,** and bill new and existing customers on our platform ~~. A significant disruption in service on our websites or mobile applications could damage our reputation and result in a loss of consumers, which could harm our business, brands, operating results, and financial condition~~ . Our brands, reputation, and ability to attract consumers, dealers, and advertisers depend on the reliable performance of our technology infrastructure and content delivery. We have experienced, and we may in the future experience, interruptions with our systems. Interruptions in these systems could affect the security or availability of our marketplaces, and prevent or inhibit the ability of dealers and consumers to access our marketplaces. For example, past disruptions have impacted our ability to activate customer accounts and manage our billing activities in a timely manner. Such interruptions have resulted, and may in the future result, in third parties accessing our confidential and proprietary information, including our intellectual property. Problems with the reliability or security of our systems could harm our reputation, harm our ability to protect our confidential and proprietary information, result in a loss of consumers and dealers, and result in additional costs. Substantially all of the communications, network, and computer hardware used to operate our platforms is located in the Eastern region of the ~~United States~~ **U. S.** , and internationally near each of London, England ~~,~~ **;** Dublin, Ireland **;** and Frankfurt, Germany. These facilities include hosting through Amazon Web Services, a provider of cloud infrastructure services. Although we can host our U. S. CarGurus' marketplace from two alternative locations and we believe our systems are redundant, there may be exceptions for certain hardware or software. In addition, we do not own or control the operation of these facilities. Any disruptions or other operational performance problems with these facilities or problems faced by their operators, including our cloud infrastructure service provider, could result in material interruptions in our services, adversely affect our reputation and results of operations, and subject us to liability. We also use third- party hosting services to back up some data but do not maintain redundant systems or facilities for some of the services. A disruption to one or more of these systems has caused, and may in the future cause, us to experience an extended period of system unavailability, which could negatively impact our relationship with consumers, customers **,** and advertisers. Our systems and operations are vulnerable to damage or interruption from fire, flood **, extreme weather conditions** , power loss, telecommunications failure, terrorist attacks, acts of war, electronic breaches, cyber- attacks, phishing attempts, errors by employees, physical break- ins, computer viruses, earthquakes, and similar events. The occurrence of any of these events could result in damage to our systems and hardware or could cause them to fail. In addition, we may not have sufficient protection or recovery plans in certain circumstances. Any errors, defects, disruptions, or other performance or reliability problems with our network operations could cause interruptions in access to our marketplaces as well as delays and additional expense in arranging new facilities and services and fixing or replacing any affected systems or hardware and could harm our reputation, business, **brands,** operating results, and financial condition. Although we carry insurance, it may not be sufficient to compensate us for the potentially significant losses, including the potential harm to the future growth of our business, that may result from interruptions in our service as a result of system failures ~~. We, and our third- party service providers, collect, process, store, transfer, share, disclose, and use consumer information and other data, and our actual or perceived failure, or the actual or perceived failure of our third- party service provides, to protect such information and data or respect users' privacy could expose us to liability and adversely affect our reputation and brands and business and operating results~~ . Some functions of our marketplaces involve the storage and transmission of consumers' information, such as IP addresses, contact information of users who connect with dealers, credit applications and other financial data, and profile information of users who create accounts on our marketplaces, as well as dealers' information. We also process and store personal and confidential information of our vendors, partners, and employees, and we employ third- party service providers, such as payment processing providers, who also regularly have access to customer and consumer data. Some of this information may be private, and security breaches **, including the unauthorized acquisition or access, compromise, or loss of such information,** against us or our third- party service providers could expose us to a risk of loss or exposure of this information, which could result in potential liability, litigation, and remediation costs. For example, hackers could steal our users' profile passwords, names, email addresses, phone numbers, and other personal information. We rely on encryption and authentication technology licensed from third parties to effect secure transmission of such information, and we also rely on our third- party service providers to use sufficient security measures to protect such information. Despite all of our efforts to protect this information and data, none of our security measures or those of our third- party service providers provide absolute security, and they may not be effective in preventing a future failure of our systems. Like all information systems and technology, our websites, mobile applications, and information systems, and those of our third- party service providers, are subject to computer viruses, break- ins, phishing attacks, attempts to overload the systems with denial- of- service or other attacks, ransomware, and similar incidents or disruptions from unauthorized use of our or our third- party service providers' computer systems, any of which could lead to interruptions, delays, or website shutdowns, and could cause loss of critical data and the unauthorized disclosure, access, acquisition, alteration, and use of personal or other confidential information. If we or our third- party service providers experience compromises to data security that result in website or mobile application performance or availability problems, the complete shutdown of our websites or mobile applications, or the loss or unauthorized disclosure, access, acquisition, alteration, or use of confidential information, consumers, customers, advertisers, partners, vendors, and employees may lose trust and confidence in us, and consumers may decrease the use of our websites or stop using our websites entirely, dealers may stop or decrease their subscriptions with us, and advertisers may decrease or stop advertising on our websites. Further, outside parties have attempted and will likely continue to attempt to fraudulently induce employees, consumers, or advertisers to disclose sensitive information in order to gain access to our information or our consumers', dealers', advertisers', and employees' information. As cyber- attacks increase in frequency and sophistication, our cyber- security and disaster recovery plans may not be effective in anticipating, preventing **,** and effectively responding to all potential cyber- risk exposures. In addition, because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems ~~change frequently~~ **constantly evolve** , often are not recognized until after having been launched against a target, and may originate from less regulated and remote areas around the world, we may be unable to proactively address these techniques or to implement adequate ~~preventative~~ measures **for prevention and detection. For example, as AI continues to evolve, cyber- attackers could also use AI to develop malicious code and sophisticated phishing attempts** . Any or all of the issues above could adversely affect our brand reputation, negatively impact our ability to attract new consumers and increase engagement by existing consumers, cause existing consumers to reduce or stop the use of our marketplaces or close their accounts, cause existing dealers and advertisers to cancel their contracts, cause employees to terminate their employment, cause employment candidates to be unwilling to pursue employment opportunities or accept employment offers, and / or subject us to governmental or third- party lawsuits, investigations, regulatory fines, or other actions or liability, thereby harming our business, results of operations, and financial condition. Although we carry privacy, data breach and network security liability insurance, we cannot be certain that our coverage will be adequate for liabilities actually incurred or sufficient to compensate us for the potentially significant losses, or that insurance will continue to be available to us on economically reasonable terms or at all. There are numerous federal, national, state, and local laws and regulations in the ~~United States~~ **U. S.** and around the world regarding privacy and the collection, processing, storage, sharing, disclosure, use, cross- border transfer, and protection of personal information and other data. These laws and regulations are evolving, are subject to differing interpretations, may be costly to comply with, may result in regulatory fines or penalties, may subject us to third- party lawsuits, may be inconsistent between countries and jurisdictions, and may conflict with other requirements. We seek to comply with industry standards and are subject to the terms of our privacy policies and privacy- related obligations to third parties, as well as all applicable laws and regulations relating to privacy and data protection. However, it is possible that these obligations may be interpreted and applied in new ways or in a manner that is inconsistent from one jurisdiction to another and may conflict with other rules or our practices and that new regulations could be enacted. Several proposals have recently become effective or are pending, as applicable, before federal, state, local, and foreign legislative and regulatory bodies that could significantly affect our business, which we refer to collectively as the Privacy Regulations. The Privacy Regulations include ~~, but are not limited to,~~ the ~~EU~~ **European Union** ' s **, or EU,** General Data Protection Regulation and the California Consumer Privacy Act. Certain of the Privacy Regulations have already required, and certain others may further require, us to change our policies and procedures and may in the future require us to make changes to our marketplaces and other products. These and other requirements could reduce demand for our marketplaces and other offerings, require us to take on more onerous obligations in our contracts and restrict our ability to store, transfer, and process data, which may seriously harm our business. Similarly, Brexit and the Schrems II decision of the Court of Justice of the EU, which effectively invalided the EU- U. S. Privacy Shield Framework, may require us to change our policies and procedures and, if we are not in compliance, may also seriously harm our business. We may not be entirely successful in our efforts to comply with the evolving regulations to which we are subject due to various factors within our control, such as limited internal resource allocation, or outside our control, such as a lack of vendor cooperation, new regulatory interpretations, or lack of regulatory guidance in respect of certain Privacy Regulations and other statutory requirements. Any failure or perceived failure by us to comply with ~~United States~~ **U. S.** and international data protection laws and regulations, our privacy policies, or our privacy- related obligations to consumers, customers, employees **,** and other third parties, or any compromise of security that results in the unauthorized release or transfer of data, which could include personal information or other user data, may result in governmental investigations, enforcement actions, regulatory fines, litigation, criminal penalties, or public statements against us by consumer advocacy groups or others, and could cause consumers and dealers to lose trust in us, which could significantly impact our brand reputation and have an adverse effect on our business. Additionally, if any third party that we share information with experiences a security breach or fails to comply with its privacy- related legal obligations or commitments to us, such matters may put employee, consumer **,** or dealer information at risk and could **,** in turn **,** expose us to claims for damages or regulatory fines or penalties and harm our reputation, business, and operating results. **For information** ~~Our ability to attract consumers to our own websites and to provide certain services to our customers depends~~ on **our cybersecurity risk management** ~~the collection of consumer data from various sources~~ , **strategy** ~~which may be restricted by consumer choice~~ , ~~privacy restrictions,~~ and **governance** ~~developments in laws~~ , ~~regulations and industry standards~~ **see the " Cybersecurity " section of this Annual Report** . The success of our consumer marketing and the delivery of internet advertisements for our customers depends on our ability to leverage data, including data that we collect from our customers, data we receive from our publisher partners and third parties, and data from our operations. Using cookies and non- cookie- based technologies, such as mobile advertising identifiers, we collect information about the interactions of users with our customers' and publishers' digital properties (including, for example, information about the placement of advertisements and users' shopping or other interactions with our customers' websites or advertisements). Our ability to successfully leverage such data depends on our continued ability to access and use such data, which could be restricted by a number of factors, including ~~:~~ increasing consumer adoption of " do not track " mechanisms as a result of legislation; privacy restrictions imposed by web browser developers, advertising partners **,** or other software developers that impair our ability to understand the preferences of consumers by limiting the use of third- party cookies or other tracking technologies or data indicating or predicting consumer preferences; and new developments in, or new interpretations of, privacy laws, regulations **,** and industry standards. Each of these developments could materially impact our ability to collect consumer data and deliver relevant internet advertisements to attract consumers to our websites or to deliver targeted advertising for our advertising customers. If we are unsuccessful in evolving our advertising and marketing strategies to adapt to and mitigate these evolving consumer data limitations, our business ~~results~~ could be materially impacted. We have been, and may again be, subject to intellectual property disputes, which are costly to defend and could harm our business and operating results. We have been, and ~~expect~~ **may** in the future ~~to~~ be, subject to claims and litigation alleging that we or content on our websites infringe others' intellectual property rights, including the trademarks, copyrights, patents, and other intellectual property rights of third parties, including from our competitors or non- practicing entities. We may also learn of possible infringement to our trademarks, copyrights, patents, and other intellectual property. Patent and other intellectual property litigation may be protracted and expensive, and the results are difficult to predict and may result in significant settlement costs or payment of substantial damages. Many potential litigants, including patent holding companies, have the ability to dedicate substantially greater resources to enforce their intellectual property rights and to defend claims that may be brought against them. Furthermore, a successful claimant could secure a judgment that requires us to stop offering some features or prevents us from conducting our business as we have historically done or may desire to do in the future. We might also be required to seek a license and pay royalties for the use of such intellectual property, which may not be available on commercially acceptable terms, or at all. Alternatively, we may be required to modify our marketplaces and features, which could require significant effort and expense and may ultimately not be successful. In addition, we use open source software in our platform and will use open source software in the future. From time to time, we may face claims regarding ownership of, or demanding release of, the source code, the open source software, or derivative works that were developed using such software, or otherwise seeking to enforce the terms of the applicable open source license. These claims could also result in litigation, require us to purchase a costly license **,** or require us to devote additional product, technology, and development resources to change our platforms or services, any of which would have a negative effect on our business and operating results. Even if these matters do not result in litigation or are resolved in our favor or without significant cash settlements, these matters, and the time and resources necessary to litigate or resolve them, could harm our business, our operating results, and our reputation ~~. Failure to adequately protect our intellectual property could harm our business and operating results~~ . Our business depends on our intellectual property, the protection of which is crucial to the success of our business. We rely on a combination of patent, trademark, trade secret, and copyright law and contractual restrictions to protect our intellectual property. In addition, we attempt to protect our intellectual property, technology, and confidential information by requiring our employees and consultants to enter into confidentiality and assignment of inventions agreements and third parties to enter into nondisclosure agreements as we deem appropriate. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our platform' s features, software, and functionality or obtain and use information that we consider proprietary. Competitors may adopt trademarks or trade names similar to ours, thereby harming our ability to build brand identity and possibly leading to user confusion. In addition, there could be potential trade name or trademark infringement claims asserted against us by owners of other registered or unregistered trademarks logos or slogans, for our use of registered or unregistered trademarks, logos or slogans, or third-party trademarks that incorporate variations of our trademarks. We ~~have registered the CARGURUS and CG logos, as well as the word- mark CARGURUS, in the U. S., Canada, and the United Kingdom. Additionally, CarOffer has a number of registered and unregistered trademarks, including " CarOffer " and the CarOffer logo, and related marks, which CarOffer has registered as trademarks in the U. S. We~~ currently hold **various** ~~the " CarGurus. com "~~ internet ~~domain name and various other related~~ domain names relating to our brands. The regulation of domain names is subject to change. Regulatory bodies could establish additional top- level domains, appoint additional domain name registrars, or modify the requirements for holding domain names. As a result, we may not be able to acquire or maintain all domain names that use the names of our brands. In addition, third parties have created and may in the future create copycat or squatter domains to deceive consumers, which could harm our brands, interfere with our ability to register domain names, and result in additional costs ~~. We may be unable to halt the operations of websites that aggregate or misappropriate our data~~ . From time to time, third parties may misappropriate our data through website scraping, robots, or other means and aggregate this data with data from other sources. In addition, copycat websites may misappropriate data in our marketplaces and attempt to imitate our brands or the functionality of our websites. We may be unable to detect and remedy all such activities in a timely and adequate manner. Regardless of whether we can successfully enforce our rights against these third parties, any measures that we may take could require us to expend significant financial or other resources, which could harm our business, results of operations, and financial condition. In addition, to the extent that such activity creates confusion among consumers or advertisers, our brands and business could be harmed. ~~Seasonality and other factors may cause fluctuations in our operating results and our marketing spend.~~ Across the retail automotive industry, consumer purchases are typically greatest in the first three quarters of each year, due in part to the introduction of new vehicle models from manufacturers and the seasonal nature of consumer spending, and our consumer-marketing spend generally fluctuates accordingly. ~~This seasonality has not been immediately apparent historically due to the overall growth of other operating expenses.~~ In addition, any reduction of our marketing spend in response to ~~COVID- 19 or other~~ macroeconomic- related expense management or otherwise, and shifts in demand from dealers and consumers could impact the efficiency of our marketing spend. As our growth rates moderate or cease, the impact of these seasonality trends and other influences on our results of operations could become more pronounced. In addition, the volume of wholesale vehicle sales **can** ~~fluctuates~~ - **fluctuate** from quarter to quarter as a result of macroeconomic issues, which may have a corresponding impact on our results of operations. This variability is ~~caused by~~ **due to** several factors including the timing of used vehicles available for sale from selling customers, the seasonality of the retail market for used vehicles **,** and / or inventory challenges in the automotive industry, which affect the demand side of the wholesale industry. This variability has affected our Digital Wholesale segment in the past, and may continue to in the future. ~~Failure~~ **We are exposed** to **potential fraudulent and** ~~deal effectively with fraud or other~~ illegal activity ~~could harm our business. Based on the nature of our business, we are exposed to potential fraudulent and illegal activity~~ in our marketplaces, including ~~:~~ listings of automobiles that are not owned by the purported dealer or that the dealer has no intention of selling at the listed price; receipt of fraudulent leads that we may send to our dealers; and deceptive practices in our peer- to- peer marketplace. The measures we have in place to detect and limit the occurrence of such fraudulent and illegal activity in our marketplaces may not always be effective or account for all types of fraudulent or other illegal activity now or in the future. Failure to limit the impact of fraudulent and illegal activity on our websites could lead to potential legal liability, harm our business, cause us to lose paying dealer customers **,** and adversely affect our reputation, financial performance **,** and growth prospects. We have identified a material weakness in our internal control over financial reporting ~~. If we are unable to remediate this material weakness, we may not be able to accurately or timely report our financial condition or results of operations, which may adversely affect our business and the market price of our common stock. We have~~

~~identified a material weakness in our internal control over financial reporting. If we are unable to remediate this material weakness, we may not be able to accurately or timely report our financial condition or results of operations, which may adversely affect our business and the market price of our Class A common stock~~. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of ~~our~~ **a company' s** annual or interim financial statements will not be prevented or detected on a timely basis. We have identified deficiencies in controls at our CarOffer subsidiary. ~~These~~ -- **The** deficiencies include ~~controls over (i) certain~~ IT general **control deficiencies over certain information technology systems. Consequently, we were not able to have consistent, effective operation of manual business** controls ~~for~~ **that rely on data produced by and maintained within these affected information technology** systems ~~that are relevant to the preparation of our financial statements and (ii) our financial statement close process~~, which in the aggregate constitute a material weakness. While this material weakness did not result in a material misstatement of our **consolidated** financial statements, it could impact the effectiveness of our segregation of duties controls, as well as the effectiveness of IT- dependent controls, which could result in misstatement (s) impacting financial statement accounts and disclosures, resulting in a material misstatement of our annual or interim financial statements that we would have failed to prevent or detect. As a result of this material weakness, our management concluded that our disclosure controls and procedures were not effective as of December 31, ~~2022~~ **2023** . We **have** ~~are in the process of implementing~~ **implemented** a remediation plan designed to improve our internal control over financial reporting to remediate this material weakness. ~~This remediation plan includes implementation of additional controls and procedures, including timely performance of user access and change management reviews, as well as an effective review of journal entries and accounts reconciliations.~~ We cannot assure you that the measures we have taken to date, and actions we may take in the future, will be sufficient to remediate the control deficiencies that led to the material weakness in our internal control over financial reporting or that they will prevent or avoid potential future material weaknesses. If we are unable to successfully remediate the material weakness in our internal control over financial reporting, the accuracy and timing of our financial reporting may be adversely affected, investors could lose confidence in the accuracy and completeness of our financial reports, the market price of our Class A common stock could decline, we could be subject to sanctions or investigations by Nasdaq, the SEC **,** or other regulatory authorities, and our ability to access the capital markets could be limited. ~~Our~~ **The** 2022 Revolver contains certain covenants and other restrictions on our actions that may limit our operational flexibility or otherwise adversely affect our results of operations. The ~~terms of our~~ 2022 Revolver ~~include~~ **includes** a number of covenants that limit our ability to, among other things, grant or incur liens, incur additional indebtedness, make certain restricted investments or payments, enter into certain mergers and acquisitions **,** or engage in certain asset sales, subject in each case to certain exceptions. **The** ~~In addition, our~~ 2022 Revolver also subjects us to financial covenants in respect of minimum liquidity and requires that we maintain a net leverage ratio. The ~~terms of our~~ 2022 Revolver may restrict our current and future operations and could adversely affect our ability to finance our future operations or capital needs. Complying with these covenants may make it more difficult for us to successfully execute our business strategy and compete against companies which are not subject to such restrictions. Further, interest rate fluctuations may materially adversely affect our results of operations and financial conditions due to the variable interest rate on ~~our~~ **the** 2022 Revolver, in the event that we draw down funds thereunder. A failure by us to comply with the covenants or payment requirements specified in ~~our~~ **the** 2022 Revolver could result in an event of default, which would give the lenders the right to terminate their commitments to provide loans under ~~our~~ **the** 2022 Revolver and to declare any borrowings outstanding, together with any accrued and unpaid interest and fees, to be immediately due and payable. If any debt under ~~our~~ **the** 2022 Revolver were to be accelerated, we may not have sufficient cash or be able to borrow sufficient funds to refinance the debt or sell sufficient assets to repay the debt, which could immediately adversely affect our business, cash flows, results of operations, and financial condition. Even if we were able to obtain new financing, it may not be on commercially reasonable terms or on terms that are acceptable to us. As of December 31, ~~2022~~ **2023** , there were no ~~amounts~~ **borrowings and $ 9. 6 million in letters of credit** outstanding under ~~our~~ **the** 2022 Revolver. ~~Risks~~ **We evaluate the recoverability of recorded goodwill amounts annually or when evidence of potential impairment exists. Intangible assets are reviewed for impairment at least annually and whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. These impairment tests are based on several factors requiring management' s judgment, including identification of triggering events for reassessment and determination of the fair value of** ~~Related~~ **related assets. If such goodwill or intangible assets are deemed** to ~~Our Class A Common Stock Our founder controls~~ **be impaired, an impairment loss equal to the amount by which the carrying amount exceeds the fair value of the assets would be recognized. We may be required to record** a ~~majority of~~ **significant charge in our consolidated financial statements during** the ~~voting power~~ **period in which any impairment** of **our goodwill** ~~our~~ - **or** ~~outstanding~~ **intangible assets is determined, which would negatively affect our results of operations. Expectations relating to environmental, social, and governance considerations expose us to potential liabilities, increased costs, reputational harm, and other adverse effects on our business. Many governments, regulators, investors, employees, customers, and other stakeholders are increasingly focused on environmental, social, and governance, or ESG, considerations relating to our business, including climate change and greenhouse gas emissions, human** capital **, and diversity, equity, and inclusion. We make statements about our ESG goals and initiatives through information provided on our website. Responding to these ESG considerations and implementation of these goals and initiatives involves risks and uncertainties, requires investments, and are impacted by factors that may be outside our control. In addition, some stakeholders may disagree with our ESG goals and initiatives and the focus of stakeholders may change and evolve over time. Stakeholders also may have very different views on where ESG focus should be placed, including differing views of regulators in various jurisdictions in which we operate. Any failure, or perceived failure, by us to achieve our ESG goals, further our initiatives, adhere to our public statements, comply with federal, state, or international ESG laws and regulations, or meet evolving and varied stakeholder**

expectations and standards could result in legal and regulatory proceedings against us and materially adversely affect our business, reputation, results of operations, financial condition, and stock **price. Additionally** , **meeting evolving** and **varied stakeholder expectations** ~~, therefore, has control over key decision- making~~ and ~~could control our actions~~ **standards may require management time and expense and may result** in a ~~manner that conflicts with the interests of other stockholders~~ **significant increase in costs, which may negatively impact our business and financial results** . Primarily by virtue of his holdings in shares of our Class B common stock, which has a ten- to- one voting ratio compared to our Class A common stock, Langley Steinert, our founder ~~, Chairman of the Board~~ and Executive ~~Chairman~~ --- **Chair** , is able to exercise voting rights with respect to a majority of the voting power of our outstanding capital stock and therefore has the ability to control the outcome of matters submitted to our stockholders for approval, including the election of directors and any merger, consolidation, or sale of all or substantially all of our assets. This concentrated control could delay, defer, or prevent a change of control, merger, consolidation, or sale of all or substantially all of our assets that our other stockholders support, or conversely this concentrated control could result in the consummation of such a transaction that our other stockholders do not support. This concentrated control could also discourage a potential investor from acquiring our Class A common stock, which might harm the trading price of our Class A common stock. In addition, Mr. Steinert has significant influence in the management and major strategic investments of our company as a result of his position as Executive ~~Chairman~~ --- **Chair** , and his ability to control the election or replacement of our directors. As ~~Chairman of the Board and~~ our Executive ~~Chairman~~ --- **Chair** , Mr. Steinert owes a fiduciary duty to our stockholders and must act in good faith in a manner he reasonably believes to be in the best interests of our stockholders. If Mr. Steinert' s status as an officer and a director is terminated, his fiduciary duties to our stockholders will also terminate, but his voting power as a stockholder will not be reduced as a result of such termination unless such termination is either made voluntarily by Mr. Steinert or due to Mr. Steinert' s death, or if the sum of the number of shares of our capital stock held by Mr. Steinert, by any Family Member of Mr. Steinert, and by any Permitted Entity of Mr. Steinert (as such capitalized terms are defined in our amended and restated certificate of incorporation ~~attached~~ **, included as Exhibit 3. 1** to this Annual Report ~~on Form 10- K as Exhibit 3. 1~~), assuming the exercise and settlement in full of all outstanding options and convertible securities and calculated on an as- converted to Class A common stock basis, is less than 9, 091, 484 shares. As a stockholder, even a controlling stockholder, Mr. Steinert is entitled to vote his shares in his own interests, which may not always be aligned with the interests of our other ~~stockholders. We believe that Mr. Steinert' s continued control of a majority of the voting power of our outstanding capital stock is beneficial to us and is in the best interests of our~~ stockholders. In the event that Mr. Steinert no longer controls a majority of the voting power, whether as a result of the disposition of some or all his shares of Class A or Class B common stock, the conversion of the Class B common stock into Class A common stock in accordance with its terms, or otherwise, our business or the trading price of our Class A common stock may be adversely affected. The multiple class structure of our common stock has the effect of concentrating voting control with our founder and certain other holders of our Class B common stock, which will limit or preclude the ability of our stockholders to influence corporate matters. Our Class B common stock has ten votes per share and our Class A common stock has one vote per share. Our founder and certain of his affiliates hold a substantial number of the outstanding shares of our Class B common stock and therefore hold a substantial majority of the voting power of our outstanding capital stock. Because of the ten- to- one voting ratio between our Class B and Class A common stock, the holders of our Class B common stock collectively control a majority of the combined voting power of our common stock and therefore are able to control all matters submitted to our stockholders for approval so long as the shares of Class B common stock represent at least 9. 1 % of all outstanding shares of our Class A and Class B common stock. This concentrated control will limit or preclude the ability of our other stockholders to influence corporate matters for the foreseeable future. Additionally, transfers by holders of Class B common stock will generally result in those transferred shares converting into Class A common stock, subject to limited exceptions, such as certain transfers effected for estate planning or charitable purposes. The conversion of Class B common stock into Class A common stock has had and will continue to have the effect, over time, of increasing the relative voting power of those holders of Class B common stock who retain such shares. If, for example, Mr. Steinert retains a significant portion of his holdings of Class B common stock, he could continue to control a majority of the combined voting power of our outstanding capital stock. Our status as a " controlled company " could make our Class A common stock less attractive to some investors or otherwise harm the trading price of our Class A common stock. More than 50 % of our voting power is held by Mr. Steinert. As a result, we are a " controlled company " under the corporate governance rules for Nasdaq- listed companies and may elect not to comply with certain Nasdaq corporate governance requirements. We rely and have relied on certain or all of these exemptions. Accordingly, should the interests of our controlling stockholder differ from those of other stockholders, the other stockholders may not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance rules for Nasdaq- listed companies. Our status as a controlled company could make our Class A common stock less attractive to some investors or otherwise harm our stock price. The trading price of our Class A common stock has been and may continue to be volatile and ~~the value of our stockholders' investment in our stock could decline. The trading price of our Class A common stock has been and may continue to be volatile and~~ fluctuate substantially. The trading price of our Class A common stock depends on a number of factors, including those described in this " Risk Factors " section, many of which are beyond our control and may not be related to our operating performance. Factors that could cause fluctuations in the trading price of our Class A common stock include ~~the following:~~ changes in the operating performance and stock market valuations of other technology companies generally, or those in our industry in particular; sales of shares of our Class A common stock by us or our stockholders; adverse changes to recommendations regarding our stock by covering securities analysts; failure of securities analysts to maintain coverage of us, changes in financial estimates by any securities analysts who follow **us** ~~our company~~ , or our failure to meet these estimates or the expectations of investors; announcements by us or our competitors of new products; the public' s reaction to our issuances of earnings guidance or other public announcements and ~~filing~~ **filings** ; real or perceived inaccuracies in our key metrics; actions of an activist stockholder; actual or anticipated changes ~~in our operating results~~ or fluctuations in our operating results or developments in our business, our competitors' businesses, or the competitive landscape generally; litigation involving us or investigations by regulators into our operations or those of our competitors; developments or disputes concerning our proprietary rights; announced or completed acquisitions of businesses or technologies by us or our competitors; new laws or regulations or new interpretations of existing laws or regulations applicable to our business; changes in accounting standards, policies, or guidelines; any significant change in our management; changes in the automobile industry; **public health emergencies** ~~the COVID- 19 pandemic~~; and general economic conditions. ~~We cannot guarantee~~ **In November 2023 we announced** that our ~~share repurchase program will be fully implemented or that it will enhance stockholder value, and share repurchases could affect the price of our Class A common stock. In December 2022, our board~~ **Board** of ~~directors~~ **Directors** authorized a share repurchase program ~~(~~ **, or** the ~~"~~ **2024** Share Repurchase Program **,** ~~")~~ pursuant to which we may, from time to time, purchase shares of our Class A common stock for an aggregate purchase price not to exceed $ 250 **. 0** million, with an expiration date of December 31, ~~2023~~ **2024** . Repurchases under the **2024 Share Repurchase** ~~program~~ **Program** may be made through a variety of methods ~~, including but not limited to open market purchases, privately negotiated transactions and transactions that may be effected pursuant to one or more plans under Rule 10b5- 1 and / or Rule 10b- 18 of the Exchange Act,~~ and are subject to market and business conditions, levels of available liquidity, cash requirements for other purposes, regulatory, and other relevant factors. The timing, pricing, and size of share repurchases will depend on a number of factors, including ~~, but not limited to,~~ price, corporate and regulatory requirements, and general market and economic conditions. The **2024 Share** ~~repurchase~~ **Repurchase** ~~program~~ **Program** does not obligate us to repurchase any **minimum** dollar amount or number of shares, and ~~the program~~ may be suspended or discontinued **by our Board of Directors** at any time, which may result in a decrease in the price of our Class A common stock. Repurchases under ~~our~~ **the 2024** Share Repurchase Program will decrease the number of outstanding shares of our Class A common stock and therefore could affect the price of our Class A common stock and increase its volatility. The existence of ~~our~~ **the 2024** Share Repurchase Program could also cause the price of our Class A common stock to be higher than it would be in the absence of such a program and could reduce the market liquidity for our Class A common stock. ~~Additionally, repurchases~~ **Repurchases** under ~~our~~ **the 2024** Share Repurchase Program will diminish our cash reserves, which could impact our ability to further develop our business and service our indebtedness. There can be no assurance that any share repurchases will enhance stockholder value because the market price of our Class A common stock may decline below the levels at which we repurchased such shares. Any failure to repurchase shares after we have announced our intention to do so may negatively impact our reputation and investor confidence in us and may negatively impact our Class A common stock price. Although ~~our~~ **the 2024** Share Repurchase Program is intended to enhance long- term stockholder value, short- term price fluctuations could reduce the program' s effectiveness ~~. General Risk Factors We are unable to predict the extent to which the ongoing global COVID- 19 pandemic may adversely impact our business operations, financial performance and results of operations. For the past three years the COVID- 19 pandemic and efforts to control its spread have resulted in, and may continue to or at a later time result in, significant disruptions to the global economy as well as businesses and capital markets around the world. Our operations have been and may continue to be materially adversely affected by a range of factors related to the COVID- 19 pandemic that are not within our control, including the various restrictions imposed by cities, counties, states and countries on our employees, customers, partners and suppliers designed to limit the spread of COVID- 19. The ultimate extent of the impact of the pandemic will depend on future developments that remain highly uncertain and cannot currently be predicted, including outbreaks of new variants and the availability and effectiveness of vaccines. Our operations have been and may continue to be materially adversely affected by a range of factors related to the COVID- 19 pandemic, including periodic changes in restrictions that vary from region to region in which we operate and may require rapid response to new or reinstated orders. Many of these orders resulted in, and, to the extent reinstated, may in the future result in changes to our on- site work policies and staffing and restrictions on the ability of consumers to buy and sell automobiles by restricting operations at dealerships and / or by closing or reducing the services provided by certain service providers upon which dealerships rely. In addition, these restrictions and continued concern about the spread of the disease have impacted car shopping by consumers and disrupted the operations of car dealerships, which has adversely affected and may continue to adversely affect the market for automobile purchases. These effects from the COVID- 19 pandemic on our revenue caused us to implement certain cost- savings measures across our business, which previously disrupted our business and operations. Any future cost- savings measures implemented by us due to macroeconomic issues, may affect our future business and operations and yield unintended consequences, such as loss of key employees, increased costs in hiring new employees, undesired attrition, and the risk that we may not achieve anticipated cost savings at the levels we expect, any of which may have a material adverse effect on our results of operations and / or financial condition. We continue to monitor and assess the ongoing effects of the COVID- 19 pandemic on our commercial operations, including the impact on our revenue. We cannot at this time accurately predict what effects these conditions will ultimately have on our operations or on the global economies and financial markets in which we operate, which may have a significant negative impact on our business, financial condition and results of operations. We participate in a highly competitive market, and pressure from existing and new companies may adversely affect our business and operating results~~. We face significant competition from companies that provide listings, car- shopping information, lead generation, marketing, wholesale, and digital car- buying and- selling services designed to help consumers and dealers shop for cars and to enable dealers to reach these consumers. Our competitors include ~~:~~ online automotive marketplaces and websites; internet search engines; peer- to- peer marketplaces; social media marketplaces; sites operated by automobile dealers; online dealerships; and vehicle auction companies. We compete with these and other companies for a share of dealers' overall marketing budget for online and offline media marketing spend and we compete with these and other companies in attracting consumers to our websites. To the extent that dealers view alternative marketing and media strategies to be superior to our marketplaces, we may not be able to maintain or grow the number of dealers subscribing to, and advertising on, our marketplaces, and our business and financial results may be adversely affected. We also expect that new competitors will continue to enter the online automotive retail and wholesale industries with competing marketplaces, products, and services, and that existing competitors will expand to offer competing products or services, which could have an adverse effect on our business and financial results. Our competitors could significantly impede our ability to expand the number of dealers using our marketplaces or could offer discounts that could significantly impede our ability to maintain our pricing structure. Our competitors may also develop and market new technologies that render our existing or future platforms and associated products less competitive, unmarketable, or obsolete. In addition, if our competitors develop platforms with similar or superior functionality to ours, or if our web traffic declines, we may need to decrease our subscription and advertising fees. If we are unable to maintain our current pricing structure due to competitive pressures, our revenue would likely be reduced and our financial results would be negatively affected. Furthermore, our existing and potential competitors may have significantly more financial, technical, marketing, and other resources than we have, which may allow them to offer more competitive pricing and the ability to devote greater resources to the development, promotion, and support of their marketplaces, products, and services. They may also have more extensive automotive industry relationships than we have, longer operating histories, and greater name recognition. In addition, these competitors may be able to respond more quickly with technological advances and to undertake more extensive marketing or promotional campaigns than we can. To the extent that any competitor has existing relationships with dealers or auto manufacturers for marketing or data analytics solutions, those dealers and auto manufacturers may be unwilling to partner with us. If we are unable to compete with these competitors, the demand for our marketplaces and related products and services could substantially decline. We ~~must maintain proper and effective internal control over financial reporting and any failure to maintain the adequacy of these internal controls may adversely affect investor confidence in our company and, as a result, the value of our Class A common stock. We~~ are required, pursuant to Section 404 **of the Sarbanes- Oxley Act** and the related rules adopted by the SEC, to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting on an annual basis. This assessment includes disclosure of any material weaknesses identified by our management in our internal control over financial reporting, such as those described above. In addition, our independent registered public accounting firm must attest to the effectiveness of our internal control over financial reporting under Section 404. Our independent registered public accounting firm may issue a report that is adverse to us in the event it is not satisfied with the level at which our controls are documented, designed **,** or operating. We may not be able to remediate the material weakness described above and / or any future material weaknesses that may be identified, or to complete our evaluation, testing **,** and required remediation in a timely fashion ~~. We are also required to disclose significant changes made to our internal control procedures on a quarterly basis~~ . Our compliance with Section 404 requires ~~that we~~ **us to** incur substantial accounting expense and expend significant management efforts. Any failure to maintain internal control over financial reporting could severely inhibit our ability to accurately report our financial condition or results of operations. If we are unable to assert that our internal control over financial reporting is effective or our independent registered public accounting firm is unable to express an opinion on the effectiveness of our internal control over financial reporting ~~when it is required to issue such opinion~~ , we could lose investor confidence in the accuracy and completeness of our financial reports, the market price of our Class A common stock could decline, and we could be subject to sanctions or investigations by Nasdaq, the SEC **,** or other regulatory authorities. Failure to remedy the material weakness described above and / or any future material weaknesses that may be identified, or to implement or maintain other effective control systems required of public companies, could also restrict our future access to the capital markets. ~~We expect our results of operations to fluctuate on a quarterly and annual basis.~~ Our revenue and results of operations could vary significantly from period to period and may fail to match expectations as a result of a variety of factors, some of which are outside of our control, including ~~the continued effects of the COVID- 19 pandemic and other~~ macroeconomic issues, such as increased interest rates. Our results may vary as a result of fluctuations in the number of dealers subscribing to our marketplaces, the size and seasonal variability of our advertisers' marketing budgets, and the impact of vehicle arbitrations **, volume, and prices** in a given period in connection with our IMCO product and the wholesale sale of automobiles. As a result of the potential variations in our revenue and results of operations, period- to- period comparisons may not be meaningful and the results of any one period should not be relied on as an indication of future performance. In addition, our results of operations may not meet the expectations of investors or covering analysts, which may adversely affect the trading price of our Class A common stock. We could be subject to adverse changes in tax laws, regulations **,** and interpretations, plus challenges to our tax positions. We are subject to taxation in the ~~United States~~ **U. S.** and certain other jurisdictions in which we operate. Changes in applicable tax laws or regulations may be proposed or enacted that could materially and adversely affect our effective tax rate, tax payments, results of operations, financial condition **,** and cash flows. In addition, tax laws and regulations are complex and subject to varying interpretations. There is also uncertainty over sales tax liability as a result of recent U. S. Supreme Court and Massachusetts Supreme Court decisions, which could precipitate reactions that could adversely increase our tax administrative costs and tax risk, and negatively affect our overall business, results of operations, financial condition **,** and cash flows. We are also regularly subject to audits by tax authorities. Any adverse development or outcome in connection with any such tax audits, and any other audits or litigation, could materially and adversely impact our effective tax rate, tax payments, results of operations, financial condition **,** and cash flows. ~~The~~ **Our results could be adversely affected by events beyond our control, such as natural disasters, public health crises, political crises, negative global climate patterns, or other catastrophic events. Our operations, or those of third- party service providers or dealers, could be negatively impacted by various events beyond our control, including natural disasters, such as hurricanes, tornadoes, floods, earthquakes, extreme cold events, and other adverse weather conditions; public health crises, such as pandemics and epidemics; political crises, such as terrorist attacks, war, labor unrest, and other political instability (including the ongoing conflict between** ~~Russian~~ **Russia and** ~~invasion of~~ Ukraine **); negative global climate patterns** ~~and the retaliatory measures imposed by the U. S.~~ , **especially in water stressed regions; or** ~~U. K., European Union and~~ other **catastrophic events,** ~~countries and the responses of~~

~~Russia to~~ such ~~measures have caused~~ **as fires or other disasters. These events could disrupt our operations and those of our third- party service providers and dealers. Further, if a natural disaster occurs in a region in which a** significant ~~disruptions to domestic and foreign economies. The Russia and Ukraine conflict had~~ **number of dealers are located, such dealers may suspend listing their inventory, cancel or delay their subscriptions, or reduce their spending with us, which may materially** ~~an~~ **and** ~~immediate~~ **adversely** impact **our** ~~on the global economy resulting~~ **results of operations** ~~in higher prices~~ for **a particular period** ~~oil and other commodities, including vehicle components~~ . **In addition** ~~Economic sanctions and bans~~ , **these types of events could negatively** ~~together with Russia' s own retaliatory measures have disrupted supply chains and economic markets. The global~~ impact ~~of~~ **consumer spending in** ~~these~~ -- **the** ~~measures is continually evolving and the future impact cannot be predicted with certainty. In particular, the Russia and Ukraine conflict has further~~ impacted **regions** ~~the ability of certain manufacturers to produce new vehicles and new vehicle parts, which may result in continued disruptions to the supply of new and used vehicles~~ . **To** ~~Further, there~~ -- **the extent any of** ~~is no assurance that when the Russia and Ukraine conflict ends, countries will not continue to impose sanctions and bans. While~~ these events **occur,** ~~have not materially interrupted~~ our operations **and financial results could be adversely affected. In addition** , ~~these~~ -- **the** ~~or future developments~~ **impacts of climate change could** ~~resulting~~ --- **result in changes in regulations** ~~from the Russia and Ukraine conflict~~ , **which could, in turn, affect** ~~such as a cyberattack on the U. S. or~~ **our business** ~~our suppliers~~ , ~~could disrupt our operations~~ - **operating results** , **and financial condition** ~~our customers' operations, or the activity of consumers on our websites~~ . ~~33~~ **42**