SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMP N mho 3235-0287

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)	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	S
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Leson			2. Issuer Name and Ticker or Trading Symbol Root, Inc. [ROOT]		tionship of Reporting Pers all applicable) Director	10% Owner				
(Last) C/O ROOT, IN	(First) (Middle) OOT, INC.		3. Date of Earliest Transaction (Month/Day/Year) 05/01/2024	X	Officer (give title below) President and (Other (specify below) CTO				
80 E. RICH STREET, SUITE 500			4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	(Check Applicable					
(Street) COLUMBUS	ОН	43215		X	Form filed by One Repo Form filed by More than Person	Ŭ				
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication							
				neck this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to tisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3) Date (Month/Day/Ye		2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	05/01/2024		F		67 ⁽¹⁾	D	\$69.91	291,639	D	
Class A Common Stock	05/01/2024		F		245(1)	D	\$69.91	291,394	D	
Class A Common Stock	05/01/2024		F		83(1)	D	\$69.91	291,311	D	
Class A Common Stock								168,444	Ι	See Footnote ⁽²⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

l	(e.g., puts, cans, warrants, options, convertible securit									cunties	,					
	1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, Transac			of Deriv	r osed) r. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. These shares of common stock were withheld by the Issuer to satisfy tax withholding obligations associated with the vesting of restricted stock units.

2. These shares are held by Drive Capital Overdrive Fund I, L.P. ("DCOF I") (112,469), Drive Capital Overdrive Fund I (TE), L.P. ("DCOF I TE") (54,382), and Drive Capital Overdrive Ignition Fund I, L.P. ("DCOIF I") (1,593). Drive Capital Overdrive Fund I (GP), LLC ("DCOIF I GP"), the general partner of each of DCOF I, DCOF I TE and DEOIF I, may be deemed to have sole power to vote these Shares. The Reporting Person's spouse does not have voting or investment control over these shares but may be deemed to have an indirect pecuniary interest in such shares through her carried interest in DCOIF I GP. The Reporting Person's exact pecuniary interest is not readily determinable because it is subject to several variables. The Reporting Person's determinable because it is subject to several variables. shares except to the extent of his spouse's pecuniary interest therein.

Remarks:

/s/ Jodi Baker, Attorney-in-

fact

05/03/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.