SEC Form 4

FORM 4

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

OMB APPROVAL

-	-								
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STATEMENT (OF CHANGES	IN BENEFICIAL	OWNERSHIP
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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 I. Nume and Address of Reporting Ferson			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			3. Date of Earliest Transaction (Month/Day/Year) 08/22/2023	X	Officer (give title below) Chief Technology	Other (specify below) Officer
80 E. RICH STREET, SUITE 500)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Appli Line)		
				X	Form filed by One Repo	rting Person
(Street) COLUMBUS	ОН	43215			Form filed by More than Person	One Reporting
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication			
Check this box to indicate that a transaction was made pursuant to a contract, instruction or written satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.						

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(1130.4)	(1130.4)
Class A Common Stock	08/22/2023		Р		9,485	A	\$8.9861 ⁽¹⁾	292,550	D	
Class A Common Stock	08/23/2023		Р		7,214	A	\$9.7842 ⁽²⁾	299,764	D	
Class A Common Stock	08/24/2023		Р		713	A	\$9.8315 ⁽³⁾	300,477	D	
Class A Common Stock								168,444	Ι	See Footnote ⁽⁴⁾

	Tat				ired, Disposed of, o options, convertib			d		
ion ise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	Transaction Code (Instr.	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities	8. Price of Derivative Security	9. Number of derivative Securities	10. Ownership Form:	11. Nature of Indirect Beneficial

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Deriv Secu Acqu (A) o Dispe of (D	r osed) 1. 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ite	7. Titl Amou Secur Unde Deriv Secur 3 and	int of rities rlying ative rity (Instr.	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The shares were purchased at prices ranging from \$8.93 to \$9.00. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares purchased at each separate price.

2. The shares were purchased at prices ranging from \$9.21 to \$9.85. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares purchased at each separate price.

3. The shares were purchased at prices ranging from \$9.77 to \$9.85. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares purchased at each separate price.

4. 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. ("DCOF I") (1,593). Drive Capital Overdrive Fund I (GP), LLC ("DCOF 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 disclaims beneficial ownership of any of these shares except to the extent of his spouse's pecuniary interest therein.

Remarks:

/s/ Jodi Baker, Attorney-in-

<u>fact</u>

08/24/2023

** 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.

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