

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

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

1. Name and Address of Reporting Person* <u>Binkley Megan</u>  (Last) (First) (Middle) 80 E RICH STREET SUITE 500  (Street) COLUMBUS OH 43215  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Root, Inc. [ ROOT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/16/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	08/16/2021		C <sup>(1)(2)</sup>		2,500	A	(1)	28,990	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$2.4	08/16/2021		M <sup>(2)</sup>			2,500	(3)	04/17/2029	Class B Common Stock	2,500	\$0.00	17,500	D	
Class B Common Stock	(1)	08/16/2021		M <sup>(2)</sup>			2,500	(1)	(1)	Class A Common Stock	2,500	\$2.4	22,500	D	
Class B Common Stock	(1)	08/16/2021		C <sup>(2)</sup>			2,500	(1)	(1)	Class A Common Stock	2,500	\$0.00	20,000	D	

**Explanation of Responses:**

- Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.
- On August 16, 2021, the Reporting Person exercised stock options regarding 2,500 shares of Class B Common Stock (the "Exercise"). Under the terms of the Exercise, the Reporting Person received 2,500 shares of Class A Common Stock rather than Class B Common Stock. This report reflects the Exercise as the exempt disposition of the stock options, a deemed exempt acquisition of the underlying Class B Common Stock, and a deemed exempt conversion of such Class B Common Stock into Class A Common Stock.
- The shares subject to the option are immediately exercisable. One-fourth of the shares subject to the option award vested on April 18, 2020, and thereafter one-forty-eighth of the shares subject to the option award vest monthly, subject to the Reporting Person's continuous service through each such vesting date.

**Remarks:**

/s/ Megan Binkley 08/18/2021  
 \*\* 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.