## SEC Form 4

# FORM 4

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

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

## 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

OMB APPROVAL

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1. Name and Address of Reporting Person* $\frac{Rosenthal Daniel H}{Rosenthal Daniel H}$			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Root, Inc.</u> [ ROOT ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			[ ]	Х	Director	10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Х	Officer (give title below)	Other (specify below)		
80 E RICH STREET			02/23/2022		Ch.Rev.Ofc, COO, CFO			
SUITE 500								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing (	Check Applicable		
COLUMBUS	ОН	43215		Х	Form filed by One Report	ting Person		
,					Form filed by More than 0 Person	One Reporting		
(City)	(State)	(Zip)						

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transa Code ( 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	02/23/2022	A		702,518(1)	Α	\$0.00	962,509	D	

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 5. Numbei 3A. Deemed Execution Date, 6. Date Exercisable and Expiration Date 7. Title and Amount of 8. Price of Derivative 9. Number of derivative 10. Ownership 11. Nature of Indirect 1. Title of 3. Transaction Derivative Conversion Date Transaction (Month/Day/Year) Derivative Security or Exercise if any (Month/Day/Year) Code (Instr. (Month/Day/Year) Securities Security Securities Form: Beneficial Price of Derivative Securities Acquired (Instr. 3) 8) Underlying (Instr. 5) Beneficially Direct (D) Ownership (Instr. 4) or Indirect Derivative Owned Security (A) or Disposed Security (Instr. 3 and 4) Following Reported (I) (Instr. 4) of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount or Number Expiration Date of Shares Date v Code (A) (D) Exercisable Title

### Explanation of Responses:

1. Represents the grant of restricted stock units ("RSUs"). The shares subject to the RSUs vest on June 15, 2023.

### Remarks:

Exhibit List: Exhibit 24 Power of Attorney

## /s/ Jodi Baker, Attorney-in-

fact

02/25/2022

\*\* 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.

### Power Of Attorney

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jon Allison, Jodi Baker, Megan Binkley and Eric Steiner of Cooley LLP, signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") any documents necessary or appropriate to obtain EDGAR codes and passwords enabling the undersigned to make electronic filings of reports with the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or greater than 10% stockholder of Root, Inc. (the "Company"), Forms 3, 4 and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5 (including any amendments thereto) and timely file such forms with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and

(4) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or employed by or a partner at Cooley LLP, as applicable.

\* \* \* \* \*

The undersigned has caused this Power of Attorney to be executed as of February 24, 2022.

/s/ Daniel Rosenthal Daniel Rosenthal