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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 12, 2022**

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**ROOT, INC.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction  
of Incorporation)

**001-39658**

(Commission File Number)

**84-2717903**

(IRS Employer  
Identification No.)

**80 E. Rich Street, Suite 500  
Columbus, Ohio**

(Address of Principal Executive Offices)

**43215**

(Zip Code)

**(866) 980-9431**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                      | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Class A Common Stock, \$0.0001 par value | ROOT              | The Nasdaq Stock Market LLC               |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 3.03 Material Modification to Rights of Security Holders.**

On August 12, 2022, Root, Inc. (the “Company”) filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) in order to effect a one-for-eighteen reverse stock split of the Company’s Class A and Class B common stock (the “Reverse Stock Split”).

The Certificate of Amendment became effective at 5:00 p.m. eastern time on August 12, 2022. The foregoing summary of the Certificate of Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

On August 15, 2022, Root, Inc. Class A common stock began trading on a split-adjusted basis on the Nasdaq Stock Market under the symbol “ROOT” with a new CUSIP number (77664L 207).

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The disclosures included in Item 3.03 above are incorporated by reference in their entirety into this Item 5.03.

**Item 8.01 Other Events.**

In connection with the Reverse Stock Split, the number of shares registered on applicable registration statements filed with the Securities and Exchange Commission have been proportionately reduced. Additionally, as a result of the Reverse Stock Split, the Company made anti-dilution adjustments to the Company’s 2020 Equity Incentive Plan (the “2020 Plan”), Amended and Restated 2015 Equity Incentive Plan (the “2015 Plan,” and together with the 2020 Plan, (the “Plans”)) and 2020 Employee Stock Purchase Plan, and to the outstanding awards issued under the Plans in accordance with the terms of the Plans. In addition, the conversion price for the Company’s Series A Convertible Preferred Stock and the exercise price and warrant shares for each of the Company’s outstanding warrants were also proportionately adjusted to give effect to the Reverse Stock Split.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 3.1         | <a href="#">Certificate of Amendment to Amended and Restated Certificate of Incorporation of Root, Inc.</a> |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ROOT, INC.**

Dated: August 15, 2022

By: /s/ Alexander Timm

Alexander Timm

Chief Executive Officer and Director

**CERTIFICATE OF AMENDMENT  
TO  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
ROOT, INC.**

Root, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the “Company”), hereby certifies as follows:

FIRST: That the Board of Directors of the Company has duly adopted resolutions (i) authorizing the Company to execute and file with the Secretary of State of the State of Delaware this Certificate of Amendment to Amended and Restated Certificate of Incorporation (this “First Amendment”) to combine (a) each 18 outstanding shares of the Company’s Class A Common Stock, par value \$0.0001 per share (the “Class A Common Stock”), either issued or outstanding or held by the Company as treasury stock, into one (1) share of Class A Common Stock; and (b) each 18 outstanding shares of the Company’s Class B Common Stock, par value \$0.0001 per share (the “Class B Common Stock”), either issued or outstanding or held by the Company as treasury stock, into one (1) share of Class B Common Stock and (ii) declaring this First Amendment to be advisable, submitted to and considered by the stockholders of the Company entitled to vote thereon for approval by the affirmative vote of such stockholders in accordance with the terms of the Company’s Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) and Section 242 of the General Corporation Law of the State of Delaware (the “DGCL”) and recommended for approval by the stockholders of the Company.

SECOND: That this First Amendment was duly adopted in accordance with the terms of the Certificate of Incorporation and the provisions of Section 242 of the DGCL by the Board of Directors and stockholders of the Company.

THIRD: That the capital of the Company shall not be reduced under or by reason of this First Amendment.

FOURTH: Section A of Article IV of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

“A. The Company is authorized to issue three classes of stock to be designated, respectively, “Class A Common Stock,” “Class B Common Stock” and “Preferred Stock.” The total number of shares that the Company is authorized to issue is 1,369,000,000 shares, 1,000,000,000 shares of which shall be Class A Common Stock (the “Class A Common Stock”), 269,000,000 shares of which shall be Class B Common Stock (the “Class B Common Stock” and together with the Class A Common Stock, the “Common Stock”) and 100,000,000 shares of which shall be Preferred Stock (the “Preferred Stock”). The Preferred Stock shall have a par value of \$0.0001 per share and the Common Stock shall have a par value of \$0.0001 per share. Upon filing this Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company with the Secretary of State of the State of Delaware (the “First Amendment Effective Time”), (a) each 18 outstanding shares of the Company’s Class A Common Stock, either issued or outstanding or held by the Company as treasury stock prior to the First Amendment Effective Time, shall be combined into one (1) share of Class A Common Stock; and (b) each 18 outstanding shares of the Company’s Class B Common Stock, either issued or outstanding or held by the Company as treasury stock prior to the First Amendment Effective Time, shall be combined into one (1) share of Class B Common Stock, (the “Reverse Stock Split”). No fractional share shall be issued upon the Reverse Stock Split. All shares of Class A Common Stock (including fractions thereof) issuable upon the Reverse Stock Split to a given holder shall be aggregated for purposes of determining whether the Reverse Stock Split would result in the issuance of any fractional share of Class A Common Stock, and all shares of Class B Common Stock (including fractions thereof) issuable upon the Reverse Stock Split to a given holder shall be aggregated for purposes of determining whether the Reverse Stock Split would result in the issuance of any fractional share of Class B Common Stock. If, after the aforementioned aggregation, the Reverse Stock Split would result in the issuance of a fraction of a share of Class A Common Stock, in lieu of receiving any such fractional share, the holder (other than with respect to shares of Class A Common Stock held by the Company as treasury stock) otherwise entitled to such fraction will be entitled to receive a sum in cash (without interest) equal to, as the Company may determine, either (i) the holder’s proportionate interest in the proceeds, net of selling costs not paid and satisfied by the Company, from the aggregation and sale of the fractional shares by the transfer agent for the Class A Common Stock or (ii) the closing price of the Class A Common Stock on the Nasdaq

Stock Market on the trading day immediately prior to the First Amendment Effective Time, as adjusted by the ratio of one share of Class A Common Stock for every 18 shares of Class A Common Stock, multiplied by the applicable fraction of a share of Class A Common Stock. If, after the aforementioned aggregation, the Reverse Stock Split would result in the issuance of a fraction of a share of Class B Common Stock, in lieu of receiving any such fractional share, the holder (other than with respect to shares of Class B Common Stock held by the Company as treasury stock) otherwise entitled to such fraction will be entitled to receive a sum in cash (without interest) equal to, as the Company may determine, the closing price of the Class A Common Stock on the Nasdaq Stock Market on the trading day immediately prior to the First Amendment Effective Time, as adjusted by the ratio of one share of Class B Common Stock for every 18 shares of Class B Common Stock, multiplied by the applicable fraction of a share of Class B Common Stock. The Company shall, as soon as practicable thereafter, issue and deliver to such holder, or to the nominee or assignee of such holder, the number of shares of Class A Common Stock or Class B Common Stock that such holder shall be entitled to following the Reverse Stock Split.”

FIFTH: This First Amendment is to become effective at 5:00 p.m., Eastern Time, on August 12, 2022.

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment to Amended and Restated Certificate of Incorporation by Alexander Timm, its Chief Executive Officer, this 12th day of August, 2022.

By: /s/ Alexander Timm  
Name: Alexander Timm  
Title: Chief Executive Officer