## FORM 4

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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

	d Address of F hristophe	Reporting Person*		2. Issuer Name and Ticker or Trading Symbol  Root, Inc. [ ROOT ]								Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director X 10% Owner     Officer (give title Other (specify)						
(Last) (First) (Middle) C/O ROOT, INC. 80 E RICH STREET, SUITE 500						3. Date of Earliest Transaction (Month/Day/Year) 10/30/2020												
(Street)	BUS C	Root, Inc. [ ROOT ]			onth/Day/Year	r)	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person											
(City)	(\$	State)	(Zip)				Check at appricable   X   Director   X   Director   Differ (specification of the property of the pelow)   Differ (specification of the pelow)											
			Table I - No	n-Der	ivativ	e Securi	ties Acq	uired	l, Dis	posed of, o	or Bene	ficially Ow	ned					
1. Title of Security (Instr. 3)					Date		on Date,	Transaction Code (Instr.					Securities Beneficially C Following Rep	wned ported	Form: Direct (D) or Indirect (I)		7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) or (D)	Price					,msu. 4)	
Common	Stock			10/30	0/2020	)		С		51,178,410	) A	(1)(2)(3)(4)	51,178,4	10	]		See footnote <sup>(5)</sup>	
Common S	Stock			10/30	0/2020	)		С		2,024,456	A	(6)	2,024,4	56	]		See footnote <sup>(7)</sup>	
Common	Stock			10/30	0/2020	)		С	Ш	978,891	A	(6)	978,89	1	]		See footnote <sup>(8)</sup>	
Common	Stock			10/30	10/30/2020			С		28,683	A	(6)	28,683	3		1	footnote <sup>(9)</sup>	
Common S	Stock <sup>(10)</sup>			10/30	0/2020	)		J		51,178,410	) D	(10)	0		]	1	footnote <sup>(11)</sup>	
Common	Stock <sup>(10)</sup>			10/30	10/30/2020			J		2,024,456	D	(10)	0		I fo		footnote <sup>(12)</sup>	
Common Stock <sup>(10)</sup>					10/30/2020			J		978,891	D	(10)	0		I fo		footnote <sup>(13)</sup>	
Common	Stock <sup>(10)</sup>			10/30	0/2020	)	J 28,683 D		D	(10)	0		]		footnote <sup>(14)</sup>			
			Table II -										ed					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	ion Date ise (Month/Day/Year) i	Execution Date, if any	4. Transaction Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr.		Expiration (Month/Day		rcisable and Date	7. Title an Securities Derivative	d Amount of Underlying Security	Derivative Security	derivati Securiti Benefic Owned	ive ies cially	Ownershi Form: Direct (D) or Indirec	Beneficial Ownership ct (Instr. 4)	
	Security			Code	v	(A)	(D)				Title	Number of		Reporte	ed ction(s)	(I) (Instr. 4	1)	
Series A-1 Preferred Stock <sup>(1)</sup>	(1)	10/30/2020		С			14,949,360	0	(1)	(1)		14,949,360	\$0.00	C	)	I	See footnote <sup>(11)</sup>	
Series A-2 Preferred Stock <sup>(2)</sup>	(2)	10/30/2020		С			13,602,870	0	(2)	(2)		13,602,870	\$0.00	C	)	I See footnot		
Series A-3 Preferred Stock <sup>(3)</sup>	(3)	10/30/2020		С			10,447,860	0	(3)	(3)		10,447,860	\$0.00	C	)	I	See footnote <sup>(11)</sup>	
Series B Preferred Stock <sup>(4)</sup>	(4)	10/30/2020		С			12,178,320	0	(4)	(4)		12,178,320	\$0.00	C	)	I	See footnote <sup>(11)</sup>	
Series E Preferred Stock <sup>(6)</sup>	(6)	10/30/2020		С			2,024,456	5	(6)	(6)		2,024,456	\$0.00	C	)	I	See footnote <sup>(12)</sup>	
Series E Preferred Stock <sup>(6)</sup>	(6)	10/30/2020		С			978,891		(6)	(6)		978,891	\$0.00	C	)	I	See footnote <sup>(13)</sup>	
Series E Preferred Stock <sup>(6)</sup>	(6)	10/30/2020		С			28,683		(6)	(6)		28,683	\$0.00	C	)	I	See footnote <sup>(14)</sup>	
Class B Common Stock <sup>(10)(15)</sup>	(15)	10/30/2020		J		51,178,410			(15)	(15)	Common	51,178,410	\$0.00	51,17	8,410	I	See footnote <sup>(5)</sup>	
Class B Common Stock <sup>(10)(15)</sup>	(15)	10/30/2020		J		2,024,456			(15)	(15)	Common	2,024,456	\$0.00	2,024	4,456	I	See footnote <sup>(7)</sup>	
Class B Common Stock <sup>(10)(15)</sup>	(15)	10/30/2020		J		978,891			(15)	(15)	Common	978,891	\$0.00	978,	,891	I	See footnote <sup>(8)</sup>	

	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 Service Serv			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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	(1) (111511.4)	
Class B Common Stock <sup>(10)(15)</sup>	(15)	10/30/2020		J		28,683		(15)	(15)	Class A Common Stock	28,683	\$0.00	28,683	I	See footnote <sup>(9)</sup>

### Explanation of Responses:

- 1. The Series A-1 Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering and had no expiration date.
- 2. The Series A-2 Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering and had no expiration date.
- 3. The Series A-3 Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering and had no expiration date.
- 4. The Series B Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering and had no expiration date.
- 5. Shares are held of record by DC I Investment LLC ("DC I Investment"). Christopher Olsen is the Managing Director of DC I Investment and has sole voting and dispositive power with respect to the shares held of record by DC I Investment.
- 6. The Series E Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering and had no expiration date.
- 7. Shares are held of record by Drive Capital Overdrive Fund I, L.P. ("Overdrive I"). Drive Capital Overdrive Fund I (GP), LLC ("Overdrive GP I") is the General Partner of Overdrive I. Christopher Olsen ("Olsen") and Mark Kvamme ("Kvamme") are the managing members of Overdrive GP I and share voting and dispositive power with respect to the shares held of record by Overdrive I. Overdrive GP I, Olsen and Kvamme disclaim beneficial ownership of such shares except to the extent of their pecuniary interests therein.
- 8. Shares are held of record by Drive Capital Overdrive Fund I (TE), L.P. ("Overdrive TE I"). Drive Capital Overdrive Fund I (GP), LLC ("Overdrive GP I") is the General Partner of Overdrive TE I. Christopher Olsen ("Olsen") and Mark Kvamme ("Kvamme") are the managing members of Overdrive GP I and share voting and dispositive power with respect to the shares held of record by Overdrive TE I. Overdrive GP I, Olsen and Kvamme disclaim beneficial ownership of such shares except to the extent of their pecuniary interests therein.
- 9. Shares are held of record by Drive Capital Overdrive Ignition Fund I, L.P. ("Overdrive Ignition I"). Drive Capital Overdrive Fund I (GP), LLC ("Overdrive GP I") is the General Partner of Overdrive Ignition I. Christopher Olsen ("Olsen") and Mark Kvamme ("Kvamme") are the managing members of Overdrive GP I and share voting and dispositive power with respect to the shares held of record by Overdrive Ignition I. Overdrive GP I, Olsen and Kvamme disclaim beneficial ownership of such shares except to the extent of their pecuniary interests therein.

10. Immediately prior to the completion of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Common Stock, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.

- 11. The shares were held of record by DC I Investment.
- 12. The shares were held of record by Overdrive Fund I.
- 13. The shares were held of record by Overdrive TE I.
- 14. The shares were held of record by Overdrive Ignition I.
- 15. 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.

#### Remarks

This Form 4 is one of two Form 4s filed on the date hereof in respect of these transactions. The Designated Filer for the other Form 4 is Drive Capital Overdrive Fund I. L.P.

/s/ Megan Binkley, Attorney-infact 11/03/2020 \*\* Signature of Reporting Person Date

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

- $^{\star}$  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.

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