

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

**FORM S-1  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

**ROOT, INC.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

6331  
(Primary Standard Industrial  
Classification Code Number)  
80 E. Rich Street, Suite 500  
Columbus, Ohio 43215  
(866) 980-9431

84-2717903  
(I.R.S. Employer  
Identification Number)

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Alexander Timm  
Chief Executive Officer  
Root, Inc.  
80 E. Rich Street, Suite 500  
Columbus, Ohio 43215  
(866) 980-9431

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

Jonathan A. Allison  
General Counsel & Secretary  
80 E. Rich Street, Suite 500  
Columbus, Ohio 43215  
(614) 591-4570

Richard A. Kline  
Sarah B. Axtell  
Goodwin Procter LLP  
601 Marshall Street  
Redwood City, California 94063  
(650) 752-3100

David Peinsipp  
Nicole Brookshire  
Peter N. Mandel  
Cooley LLP  
101 California Street, 5th Floor  
San Francisco, California 94111  
(415) 693-2000

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (333-249332)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to Be Registered <sup>(1)</sup>	Proposed Maximum Aggregate Offering Price Per Share	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee <sup>(3)</sup>
Class A Common Stock, \$0.0001 par value per share <sup>(2)(3)</sup>	2,586,729	\$27.00	\$69,841,683	\$7,620

(1) Represents only the additional number of shares being registered and includes an additional 337,399 shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-249332).

(2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price.

(3) The registrant previously registered 28,268,742 shares of its common stock with an aggregate offering price not to exceed \$706,718,550 on a Registration Statement on Form S-1 (File No. 333-249332), which was declared effective by the Securities and Exchange Commission on October 27, 2020. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$69,841,683 are hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

**This Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**

## **EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-1 (this "Registration Statement") is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of increasing the aggregate number of shares of common stock offered by Root, Inc. (the "Registrant") by 2,586,729 shares, 337,399 of which are subject to purchase upon exercise of the underwriters' option to purchase additional shares of the Registrant's common stock. The additional securities that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Registration Statement on Form S-1, as amended (File No. 333-249332) (the "Prior Registration Statement"). The information set forth in the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference in this filing.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
5.1	<a href="#">Opinion of Cooley LLP.</a>
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>
23.2	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1)</a>
24.1	<a href="#">Power of Attorney (included on page II-6 of the original filing of the Registration Statement on Form S-1 (File No. 333-249332), filed with the Commission on October 5, 2020 and incorporated herein by reference).</a>

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Columbus, State of Ohio, on October 27, 2020.

### ROOT, INC.

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Alexander Timm</u> Alexander Timm	Chief Executive Officer and Director (Principal Executive Officer)	October 27, 2020
* <u>Daniel Rosenthal</u>	Chief Financial Officer and Director (Principal Financial Officer)	October 27, 2020
* <u>Megan Binkley</u>	Chief Accounting Officer (Principal Accounting Officer)	October 27, 2020
* <u>Christopher Olsen</u>	Director	October 27, 2020
* <u>Doug Ulman</u>	Director	October 27, 2020
* <u>Elliot Geidt</u>	Director	October 27, 2020
* <u>Jerri DeVard</u>	Director	October 27, 2020
* <u>Larry Hilsheimer</u>	Director	October 27, 2020
* <u>Luis von Ahn</u>	Director	October 27, 2020
* <u>Nancy Kramer</u>	Director	October 27, 2020
* <u>Nick Shalek</u>	Director	October 27, 2020
* <u>Scott Maw</u>	Director	October 27, 2020

\* Pursuant to Power of Attorney

By: /s/ Alexander Timm  
Alexander Timm  
Attorney-in-Fact



David G. Peinsipp  
T: +1 415-693-2177  
dpeinsipp@cooley.com

October 27, 2020

Root, Inc.  
80 E. Rich Street, Suite 500  
Columbus, OH 43215

Ladies and Gentlemen:

We have acted as counsel to Root, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S 1 (the "**Registration Statement**") with the Securities and Exchange Commission pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act of 1933, as amended, relating to an underwritten public offering of up to 2,586,729 shares of the Company's Class A common stock, par value \$0.0001 per share, to be sold by the Company (the "**Shares**"). The Registration Statement incorporates by reference the Registration Statement on Form S-1 (No. 333-249332), which was declared effective on October 27, 2020 (the "**Prior Registration Statement**"), including the prospectus which forms a part of the Prior Registration Statement (the "**Prospectus**").

In connection with this opinion, we have (i) examined and relied upon (a) the Registration Statement, the Prior Registration Statement and the Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, (c) the forms of the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, filed as Exhibits 3.1 and 3.2 to the Prior Registration Statement, respectively, each of which is to be in effect prior to the closing of the offering contemplated by the Registration Statement and the Prior Registration Statement and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below and (ii) assumed that the Amended and Restated Certificate of Incorporation referred to in clause (c) is filed with the Secretary of State of the State of Delaware before issuance of the Shares.

We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of the certificates of public officials and the due execution and delivery by all persons other than by the Company of all documents where due execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued against payment therefor as described in the Registration Statement and the Prospectus, will be validly issued, fully paid and non-assessable.

\* \* \*



Root, Inc.  
October 27, 2020  
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We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus included in the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ David G. Peinsipp

David G. Peinsipp

Cooley LLP 101 California Street, Floor 5, San Francisco, CA 94111-5800  
t: (415) 693-2000 f: (415) 693-2222 cooley.com



**Deloitte & Touche LLP**  
180 East Broad Street  
Columbus, Ohio 43215  
USA

Tel.: +1 614 221 1000  
Fax: +1 614 228 4277  
[www.deloitte.com](http://www.deloitte.com)

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-1 MEF of our report dated August 10, 2020 relating to the financial statements of Root, Inc. appearing in the Registration Statement No. 333-249332 on Form S-1 of Root, Inc.

/s/ DELOITTE & TOUCHE LLP

October 27, 2020