
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 13)*

Root, Inc.

(Name of Issuer)

Class A common stock

(Title of Class of Securities)

(CUSIP Number)

Ernest Garcia III
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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
08/31/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No.

1

Name of reporting person

Carvana Group, LLC

Check the appropriate box if a member of a Group (See Instructions)

2

☐ (a)

☐ (b)

3

SEC use only

Source of funds (See Instructions)

4

WC

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

☐

Citizenship or place of organization

6

DELAWARE

Sole Voting Power

7

0.00

Shared Voting Power

8

780,727.00

Sole Dispositive Power

9

0.00

Shared Dispositive Power

10

780,727.00

Aggregate amount beneficially owned by each reporting person

11

780,727.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

☐

Percent of class represented by amount in Row (11)

13

5.4 %

Type of Reporting Person (See Instructions)

14

OO

Comment for Type of Reporting Person: The aggregate reported securities consist of 780,727 shares of Class A Common Stock issuable upon conversion of 14,053,096 shares of Preferred Stock of the Issuer, which are directly held by Carvana Group, LLC. The percentage of class is based on 13,687,016 shares of Class A Common Stock issued and outstanding as of July 29, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2026, plus the 780,727 shares of Class A Common Stock issuable upon conversion of the Preferred Stock. The amount of securities reported represents 4.8% of the aggregate number of issued and outstanding shares of the Issuer's Class A Common Stock and Class B Common Stock as of July 29, 2026 (inclusive of the shares of Class A Common Stock issuable upon conversion of the Preferred Stock).

SCHEDULE 13D

CUSIP No.

1

Name of reporting person

Carvana Co. Sub LLC

Check the appropriate box if a member of a Group (See Instructions)

2

☐ (a)
☐ (b)

3

SEC use only

Source of funds (See Instructions)

4

WC

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

☐

Citizenship or place of organization

6

DELAWARE

Sole Voting Power

7

0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

8

Shared Voting Power

780,727.00

9

Sole Dispositive Power

0.00

10

Shared Dispositive Power

780,727.00

11

Aggregate amount beneficially owned by each reporting person

780,727.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

☐

Percent of class represented by amount in Row (11)

13

5.4 %

Type of Reporting Person (See Instructions)

14

OO

Comment for Type of Reporting Person: The aggregate reported securities consist of 780,727 shares of Class A Common Stock issuable upon conversion of 14,053,096 shares of Preferred Stock of the Issuer, which are directly held by Carvana Group, LLC. The percentage of class is based on 13,687,016 shares of Class A Common Stock issued and outstanding as of July 29, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2026, plus the 780,727 shares of Class A Common Stock issuable upon conversion of the Preferred Stock. The amount of securities reported represents 4.8% of the aggregate number of issued and outstanding shares of the Issuer's Class A Common Stock and Class B Common Stock as of July 29, 2026 (inclusive of the shares of Class A Common Stock issuable upon conversion of the Preferred Stock).

SCHEDULE 13D

CUSIP No.

1

Name of reporting person

Carvana Co.

2

Check the appropriate box if a member of a Group (See Instructions)

	☐ (a)
	☐ (b)
3	SEC use only
	Source of funds (See Instructions)
4	WC
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	☐
	Citizenship or place of organization
6	DELAWARE
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	
Beneficially	8
Owned by	780,727.00
Each	Sole Dispositive Power
Reporting	9
Person	0.00
With:	Shared Dispositive Power
	10
	780,727.00
	Aggregate amount beneficially owned by each reporting person
11	780,727.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	5.4 %
	Type of Reporting Person (See Instructions)
14	CO

Comment for Type of Reporting Person: The aggregate reported securities consist of 780,727 shares of Class A Common Stock issuable upon conversion of 14,053,096 shares of Preferred Stock of the Issuer, which are directly held by Carvana Group, LLC. The percentage of class is based on 13,687,016 shares of Class A Common Stock issued and outstanding as of July 29, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2026, plus the 780,727 shares of Class A Common Stock issuable upon conversion of the Preferred Stock. The amount of securities reported represents 4.8% of the aggregate number of issued and outstanding shares of the Issuer's Class A Common Stock and Class B Common Stock as of July 29, 2026 (inclusive of the shares of Class A Common Stock issuable upon conversion of the Preferred Stock).

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Class A common stock

Name of Issuer:

(b)

Root, Inc.

Address of Issuer's Principal Executive Offices:

(c)

80 E. Rich St., Suite 500, Columbus, OHIO , 43215.

Item 1 Comment: This Amendment ("Amendment No. 13") amends the Schedule 13D filed with the SEC on October 12, 2021 (the "Original Schedule 13D"), as amended by Amendment No. 1, filed with the SEC on August 24, 2022; Amendment No. 2, filed with the SEC on September 6, 2022; Amendment No. 3, filed with the SEC on August 7, 2023;

Amendment No. 4, filed with the SEC on September 1, 2023; Amendment No. 5, filed with the SEC on November 15, 2023; Amendment No. 6, filed with the SEC on May 7, 2024; Amendment No. 7, filed with the SEC on August 9, 2024; Amendment No. 8, filed with the SEC on February 28, 2025; Amendment No. 9, filed with the SEC on May 13, 2025; Amendment No. 10, filed with the SEC on August 8, 2025; Amendment No. 11, filed with the SEC on September 2, 2025; and Amendment No. 12, filed with the SEC on March 3, 2026 (the Original Schedule 13D, together with all amendments, the "Schedule 13D"), with respect to the Class A Common Stock of the Issuer. Except as set forth herein, the Schedule 13D is unmodified and remains in full force and effect. Capitalized terms used herein and not otherwise defined in this Amendment No. 13 have the meanings set forth in the Schedule 13D. The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and supplemented to add the following: On August 31, 2026, Carvana Group, LLC ("Carvana Group") and Root, Inc. (the "Issuer") entered into a Warrant Cancellation and Exchange Agreement (the "Warrant Cancellation Agreement"), pursuant to which the five Long-Term Warrants previously reported in the Schedule 13D were cancelled and a new Common Stock Purchase Warrant (the "New Warrant") was issued to Carvana Group. No additional cash or other funds were utilized in connection with the transaction.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented to add the following: The Warrant Cancellation Agreement and the related transactions were effected to restructure the existing warrant arrangements between Carvana Group and the Issuer. Pursuant to the Warrant Cancellation Agreement, the five Long-Term Warrants (with exercise prices ranging from \$180.00 to \$540.00 per share and expiring September 1, 2027) were cancelled and exchanged for the New Warrant for an aggregate of 1,525,560 shares of Class A Common Stock across five tranches. Each tranche consists of 305,112 shares of Class A Common Stock with exercise prices ranging from \$72.44 to \$94.72 per share. The New Warrant is subject to certain conditions to exercise, including achievement of certain insurance sales metrics through the integrated automobile insurance solution for Carvana Group, LLC's online car buying platform (the "Integrated Platform"). As of the date hereof, none of the New Warrant tranches are exercisable. Concurrently with the Warrant Cancellation Agreement, the parties entered into a Second Amendment to the Investment Agreement (the "Second Amendment") and a First Amendment to the Registration Rights Agreement, which, among other things, amended the terms of both agreements to reflect the new warrant economics. Except as set forth in this Amendment No. 13 and the Schedule 13D, the Reporting Persons do not have any present plans or proposals that relate to or would result in any of the matters set forth in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5(a) of the Schedule 13D is hereby amended and restated in its entirety as follows: The information set forth in Rows 11 and 13 of the cover pages hereto is incorporated herein by reference. The reported securities consist of 780,727 shares of Class A Common Stock issuable upon conversion of 14,053,096 shares of Preferred Stock of the Issuer, which are directly held by Carvana Group, LLC. As the sole manager of Carvana Group, LLC, Carvana Co. Sub LLC may be deemed to share beneficial ownership of the reported securities directly held by Carvana Group, LLC, and as the sole member of Carvana Co. Sub LLC, Carvana Co. may be deemed to share beneficial ownership of the reported securities directly held by Carvana Group, LLC. Each holder of Preferred Stock will have the right, at its option, to convert its Preferred Stock, in whole or in part, into a number of fully paid and non-assessable shares of Class A Common Stock determined in accordance with the then-effective Conversion Rate. The "Conversion Rate" is equal to the Liquidation Preference divided by the Conversion Price. The Conversion Price is subject to customary adjustments, including in the event of any stock split, reverse stock split, stock dividend, recapitalization or similar events. Pursuant to the New Warrant instrument, Carvana Group, LLC holds five tranches of warrants (the "Warrants") for the issuance of up to 1,525,560 shares of Class A Common Stock. The Warrants expire August 31, 2028, subject to certain extensions, and have exercise prices of \$72.44 to \$94.72. The five tranches of Warrants are subject to certain conditions to exercise, including relating to the achievement of certain defined milestones tied to insurance sales through the Integrated Platform. As of the date hereof, the conditions to exercise have not been satisfied. As a result of their beneficial ownership of the Preferred Stock, the Reporting Persons may be deemed to beneficially own an aggregate of 780,727 shares of Class A Common Stock, which represents approximately 5.4% of the outstanding shares of the Issuer's Class A Common Stock, as calculated pursuant to Rule 13d-3 of the Act, although on a fully-diluted and as-converted basis, such aggregate amount represents approximately 4.8% of the total Common Stock of the Issuer.

(a) Item 5(b) of the Schedule 13D is hereby amended and restated in its entirety as follows: The information set forth in Items 7-10 of the cover pages hereto is incorporated by reference herein.

(b) Item 5(c) of the Schedule 13D is hereby amended and restated in its entirety as follows: Except as described herein, none of the Reporting Persons has effected any transaction in the Common Stock or securities convertible into or exercisable for Common Stock during the past 60 days. Neither the filing of this Amendment No. 13 nor any of its contents shall be deemed to constitute an admission by any of the Reporting Persons that such person is the beneficial owner of any of the shares of the Issuer's Common Stock referred to herein for purposes of the Act, or for any other purpose.

(c) Not applicable.

(d) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended and supplemented to add the following: The descriptions of the Warrant Cancellation Agreement, the New Warrant, the Second Amendment to the Investment Agreement, and the First Amendment to the Registration Rights Agreement contained in this Amendment No. 13 are qualified in their entirety by reference to the full text of such agreements, copies of which are filed as exhibits hereto and incorporated herein by reference. The Reporting Persons' rights and obligations under the Commercial Agreement (as amended) with the Issuer, as previously described in the Schedule 13D, remain in effect.

Item 7. Material to be Filed as Exhibits.

Exhibit 1: Common Stock Purchase Warrant, dated August 31, 2026, issued by Root, Inc. to Carvana Group, LLC (incorporated by reference to Exhibit 4.1 to the Issuer's Current Report on Form 8-K filed with the Commission on September 1, 2026). Exhibit 2: Warrant Cancellation and Exchange Agreement, dated August 31, 2026, by and between Root, Inc. and Carvana Group, LLC (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the Commission on September 1, 2026). Exhibit 3: Second Amendment to the Investment Agreement, dated August 31, 2026, by and between Root, Inc. and Carvana Group, LLC (incorporated by reference to Exhibit 10.3 to the Issuer's Current Report on Form 8-K filed with the Commission on September 1, 2026). Exhibit 4: First Amendment to the Registration Rights Agreement, dated August 31, 2026, by and among Root, Inc. and Carvana Group, LLC (incorporated by reference to Exhibit 10.4 to the Issuer's Current Report on Form 8-K filed with the Commission on September 1, 2026).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Carvana Group, LLC

Signature: /s/ Paul Breaux

By: Carvana Co. Sub LLC, Its: Sole Manager, By:
Name/Title: Carvana Co., Its Sole Member, Paul Breaux, Title:
VP, General Counsel, Secretary

Date: 09/02/2026

Carvana Co. Sub LLC

Signature: /s/ Paul Breaux

By: Carvana Co., Its Sole Member, Paul Breaux,
Name/Title: Title: VP, General Counsel, Secretary

Date: 09/02/2026

Carvana Co.

Signature: /s/ Paul Breaux

Paul Breaux, Title: VP, General Counsel,
Name/Title: Secretary

Date: 09/02/2026