SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person* Shah Hemal			2. Issuer Name and Ticker or Trading Symbol Root, Inc. [ROOT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) 80 E RICH STF SUITE 500	(First) REET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2021	x	Director Officer (give title below) Chief Product O	10% Owner Other (specify below) Officer			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		idual or Joint/Group Filing) (Check Applicable			
(Street) COLUMBUS	OH	43215		Line) X	Form filed by One Repo Form filed by More than	с -			
(City)	(State)	(Zip)			Person				

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities A Disposed Of (5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	nount (A) or Price Transactio		Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	11/15/2021		S		41,666 ⁽¹⁾	D	\$5.12 ⁽²⁾	466,887	D	
Class A Common Stock	11/15/2021		A		457,566 ⁽³⁾	A	\$0.00	924,453	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	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 Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
						Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The shares were sold pursuant to a 10b5-1 trading plan.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.985 to \$5.435, inclusive. The reporting person will provide upon request to the SEC, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.

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

Remarks:

/s/ Jodi Baker, Attorney-in-Fact for Hemal Shah

11/17/2021

** 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.