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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): June 3, 2026

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)

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	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.

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

The 2026 Annual Meeting of Stockholders of Root, Inc. (the “Company”) was held on June 3, 2026 (the “2026 Annual Meeting”), at which the Company’s stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation (the “Certificate”) to eliminate the monetary liability of certain officers in circumstances similar to the protections that the Certificate already affords to members of the Company’s Board of Directors, as permitted by Delaware law (the “Proposed Amendment”).

The Proposed Amendment is described in detail under “Proposal 4 - Approval of Amendment to the Company’s Amended and Restated Certificate of Incorporation to Allow for Exculpation of Certain Officers” of the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 24, 2026 (the “2026 Proxy Statement”). The description of the Proposed Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment to Amended and Restated Certificate of Incorporation of Root, Inc. (the “Certificate Amendment”), which is filed as Exhibit 3.1 hereto and incorporated herein by reference. The Certificate Amendment became effective upon its filing with the Secretary of State of the State of Delaware on June 4, 2026.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The following are the voting results on proposals considered and voted upon at the 2026 Annual Meeting.

1. Election of Class III Directors

The stockholders elected each of Lawrence Hilsheimer, Alexander Timm and Douglas Ulman as Class III directors, each to serve terms expiring on the date of the Company's 2029 Annual Meeting of Stockholders and until each such director's successor has been duly elected, or if sooner, until the director's death, resignation or removal, by the following votes:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Lawrence Hilsheimer	24,496,159	1,902,619	11,835	3,605,582
Alexander Timm	25,543,235	853,515	13,863	3,605,582
Douglas Ulman	23,809,917	2,588,153	12,543	3,605,582

2. Ratification of Independent Auditor for 2026

The stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent auditor for the year ending December 31, 2026, by the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
29,857,571	133,613	25,011

3. Approval, on an advisory basis, of named executive officer compensation

The stockholders approved, on an advisory basis, named executive officer compensation, by the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
22,550,967	3,842,883	16,763	3,605,582

4. Approval of an Amendment to the Company's Amended and Restated Certificate of Incorporation to Allow for the Exculpation of Certain Officers
The stockholders approved the Amendment to the Company's Amended and Restated Certificate of Incorporation to Allow for the Exculpation of Certain Officers by the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
22,990,364	3,404,961	15,288	3,605,582

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Root, Inc.
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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: June 8, 2026

By: /s/ Megan Binkley

Megan Binkley

Chief Financial Officer

**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 “Second Amendment”) to allow for the exculpation of certain officers and (ii) declaring this Second 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 Second 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: Immediately upon filing of this Second Amendment, Section A of Article VI of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

“A. The liability of the directors and officers of the Company for monetary damages for breach of fiduciary duty as a director or officer shall be eliminated to the fullest extent permitted under applicable law now or as hereafter amended. Solely for the purpose of this Section A of Article VI, “officer” shall have the meaning provided in Section 102(b)(7) of the DGCL as currently in effect and as it may hereafter be amended.”

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment to Amended and Restated Certificate of Incorporation to be executed by Alexander Timm its Chief Executive Officer, this 4th day of June, 2026.

By: /s/ Alexander Timm

Name: Alexander Timm

Title: Chief Executive Officer