
**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): April 30, 2024

VROOM, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-39315
(Commission
File Number)

90-1112566
(IRS Employer
Identification No.)

3600 W Sam Houston Pkwy S, Floor 4
Houston, Texas 77042
(Address of principal executive offices) (Zip Code)

(518) 535-9125
(Registrant's telephone number, including area code)

N/A
(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:

- 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
Common stock, \$0.001 par value per share	VRM	The Nasdaq Global Select Market

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 1.01 Entry into a Material Definitive Agreement.

The information contained in Item 2.03 of this report is hereby incorporated by reference into this Item 1.01. Vroom, Inc. (the "Company") disclaims any implication that the agreements related to the transactions described in this report are other than agreements entered into the ordinary course of its business.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On April 30, 2024, United Auto Credit Corporation ("UACC"), a wholly owned subsidiary of the registrant, Vroom Inc. ("Vroom"), entered into a series of agreements (the "ABS Transaction"). The ABS Transaction created, among other things, long-term obligations that are material to UACC. Pursuant to the ABS Transaction: (i) UACC sold to United Auto Credit Financing LLC (the "Depositor"), a wholly owned special purpose subsidiary of UACC, approximately \$380,056,589 of subprime motor vehicle retail installment sales contracts (the "Receivables"), (ii) the Depositor subsequently sold the Receivables to United Auto Credit Securitization Trust 2024-1 (the "Trust"), a wholly owned special purpose subsidiary of the Depositor, (iii) the Trust issued \$315,821,000 of asset-backed notes with the following characteristics (collectively, the "Notes"):

<u>Notes</u>	<u>Initial Principal Amount</u>	<u>Interest Rate</u>
Class A	\$139,311,000	6.17%
Class B	\$ 45,030,000	6.57%
Class C	\$ 37,050,000	7.06%
Class D	\$ 54,910,000	8.30%
Class E	\$ 39,520,000	10.45%

and (iv) as security for the Notes, the Trust pledged the Receivables to Computershare Trust Company, N.A., as indenture trustee for benefit of the noteholders (the "Indenture Trustee").

The Trust is obligated to pay principal of and interest on the Notes on a monthly basis. Interest is payable at the fixed rates above on the outstanding principal balance of each of the Notes. Principal is payable by fixed amounts and in certain circumstances as described in the ABS Transaction. The Depositor initially retained the Class E Notes at closing and, for purposes of complying with the risk retention regulations in Regulation RR of the Securities Exchange Act of 1934, as amended, will retain at least 5% of each class of Notes for the duration of the transaction. The Notes are obligations only of the Trust, and not of UACC nor the Depositor. None of the assets of the Trust, the Depositor or UACC are available to pay the obligations of any entity other than itself.

The Receivables were initially purchased by UACC from automobile dealers, including an affiliated dealer, Vroom Automotive, LLC (the "Affiliated Dealer"). Approximately 28% of the Receivables (based on principal balance) were purchased by UACC from the Affiliated Dealer.

UACC will act as the servicer of the Receivables. As compensation for such servicing, UACC will receive a base monthly servicing fee of (i) one-twelfth, *times* (ii) 3.25% of the aggregate principal balance of the Receivables as of the beginning of the related month, which is consistent with other similarly structured transactions and constitutes a fair and reasonable price for the obligations to be performed by UACC.

The ABS Transaction provides for certain events, referred to as "Events of Default", including but not limited to, failure by the Trust to pay principal or interest due on the Notes, material breach of representations or warranties or bankruptcy of the Trust. If such an event of default were to occur, the Indenture Trustee would have the right to accelerate the maturity of the Notes, declaring them immediately payable in full.

At such time as the aggregate outstanding principal balance of the Receivables is 10% or less of the initial aggregate balance of the Receivables, UACC will have the option to purchase the Trust estate at fair market value, provided that such purchase price is sufficient to cause the Notes to be redeemed and paid in full, and to cause other obligations of the Trust to be satisfied.

The above summary of the terms and conditions of this transaction does not purport to be complete and is qualified in its entirety by the agreements entered into for the ABS Transaction.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 6, 2024

VROOM, INC.

By: /s/ Robert R. Krakowiak

Name: Robert R. Krakowiak

Title: Chief Financial Officer
