

**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 26, 2021

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)

901112566
(I.R.S. Employer
Identification No.)

1375 Broadway, Floor 11
New York, New York 10018
(Address of principal executive offices) (Zip Code)

(855) 524-1300
(Registrant's telephone number, include 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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On April 26, 2021, the Board of Directors (the “Board”) of Vroom, Inc. (the “Company”) elected each of Paula B. Pretlow and Frederick O. Terrell to serve as a member of the Board. Ms. Pretlow has been appointed to serve on the Audit Committee of the Board (the “Audit Committee”), and Mr. Terrell has been appointed to serve on the Nominating and Corporate Governance Committee of the Board (the “Nominating Committee”).

Each of Ms. Pretlow and Mr. Terrell will participate in the Company’s standard compensation program for non-employee directors, including an annual retainer of \$30,000 for service on the Board, an annual retainer of \$5,000 to Ms. Pretlow for service on the Audit Committee, and an annual retainer of \$2,000 to Mr. Terrell for service on the Nominating Committee. Each of Ms. Pretlow and Mr. Terrell will also receive equity grants consisting of an initial award of restricted stock units with a grant date fair value of \$300,000 (the “Initial Award”), a partial year annual award of restricted stock units with a grant date fair value of \$100,000, calculated on a pro-rata basis for the director’s length of service before the next annual meeting of the Company’s stockholders for a total grant date fair value of \$11,939.46 (the “Partial Year Annual Award”), and an annual award of restricted stock units with a grant date fair value of \$100,000 on each annual meeting of the Company’s stockholders (the “Annual Award”). The Initial Award will vest 1/3 ratably on each of the first, second and third anniversary of the grant date, subject to such director’s continued service with the Company through the applicable vesting date, and the Partial Year Annual Award and Annual Award will each vest on the earlier of the date of the first annual meeting of the Company’s stockholders following the grant date and the first anniversary of the grant date, subject to the director’s continued service with the Company through the applicable vesting date.

Each of Ms. Pretlow and Mr. Terrell has also entered into the Company’s standard indemnification agreement for directors and officers.

Item 7.01. Regulation FD Disclosure.

On April 27, 2021, the Company issued a press release announcing the appointment of each of Ms. Pretlow and Mr. Terrell. A copy of the press release is attached hereto as Exhibit 99.1.

The information contained in Exhibit 99.1 is furnished under this Item 7.01 and shall not be deemed as “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing thereunder or under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following Exhibit 99.1 relates to Item 7.01 and shall be deemed to be furnished, and not filed:

Exhibit No.	Description
99.1	Press Release dated April 27, 2021.

SIGNATURES

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.

Date: April 30, 2021

VROOM, INC.

By: /s/ David K. Jones

David K. Jones
Chief Financial Officer



Online Automotive Retailer Vroom Announces Two New Additions to Board of Directors

April 27, 2021

Paula B. Pretlow and Frederick O. Terrell Bring Decades of Finance and Business Experience to the Board

NEW YORK, April 27, 2021 (GLOBE NEWSWIRE) -- Vroom (www.vroom.com), a leading ecommerce platform for buying and selling used vehicles, today announced that it has added two new members to its Board of Directors, Paula B. Pretlow and Frederick O. Terrell. The new members bring decades of finance and business experience to the board.

Paula Pretlow built her career helping company leaders maximize shareholder and stakeholder value—personally delivering hundreds of millions in revenue and building relationships with many of the world's largest institutional investors. She is a former Senior Vice President of The Capital Group, a \$2.4 trillion privately held investment management firm, where she led the public fund business development and client relationship group and was responsible for large client relationships for more than 10 years. Prior to that role, Pretlow worked for Montgomery Asset Management and Blackrock (formerly Barclays Global Investors). Her investment industry experience also includes fixed-income sales with First Boston Corp. (now Credit Suisse) and time as a portfolio manager with RIEM (now AXA/Rosenberg). She began her career at Wells Fargo Bank, before moving to GATX Capital, where she played a pioneering role in the creation of a secondary market in capital equipment leases and portfolios.

Pretlow is an Independent Trustee and audit committee chair for Cion Ares Diversified Credit Fund, a member of the Board of Directors and the audit committee of Ares Dynamic Credit Allocation Fund, and a member of the Board of Directors of Bitwise Industries. She currently serves on the Board of Trustees of The Kresge Foundation, The Harry and Jeanette Weinberg Foundation and Northwestern University. Pretlow holds a BA in Political Science from Northwestern University and an MBA in finance and economics from Northwestern University's Kellogg School of Management and is a 2017 Fellow of Stanford's Distinguished Careers Institute. Pretlow is a recipient of the Aiming High Award from Legal Momentum, the nation's oldest legal advocacy organization dedicated to advancing the rights of women and girls and she occasionally co-teaches design thinking at the d.school at Stanford.

Fred Terrell has led an accomplished career in the financial services sector spanning more than 25 years. He currently serves as a Senior Advisor with Centerbridge Partners, L.P., a multi-strategy private investment management firm. Terrell is the former Executive Vice Chairman of Investment Banking and Capital Markets at Credit Suisse, the global investment bank, where he later served as Senior Advisor. He also was a member of Credit Suisse's Investment Banking Committee, Managing Director Promotion Committee and the Board of Trustees of the Credit Suisse Americas Foundation. Prior to joining Credit Suisse, Terrell was Founder and Managing Partner of Provender Capital Group, LLC, which made private equity investments in emerging growth-oriented companies, and began his career as an Associate with the First Boston Corporation in 1983.

Terrell currently serves on the Board of Directors of The Bank of New York Mellon Corporation and on the Board of Directors of ViacomCBS Inc. He is a former member of the Board of Directors of the New York Life Insurance Company, Wellchoice, Inc. (formerly Empire Blue Cross Blue Shield) and Carver Bancorp Inc., where he served as Chairman of the Board. He currently is a member of the Investment Committee of the Rockefeller Foundation and a member of the Board of Directors of Mobility Capital Finance Inc., the Partnership Fund for New York City, and Planet Word Museum. Terrell also is a member of the Economic Club of New York and the Council on Foreign Relations. He is a former member of the University Council of Yale University and Board of Advisors for the Yale School of Management and Chairman of the Board of the Coro Foundation, New York Leadership Center. Terrell earned his BA degree from La Verne College, an MA degree from Occidental College and his MBA from the Yale School of Management, and is a former Coro Foundation Fellow.

"As part of Vroom's continued growth, we are thrilled to expand our Board of Directors with the addition of Paula and Fred, two highly qualified executives with notable leadership experience at some of the world's largest financial institutions," said Paul Hennessy, Chief Executive Officer at Vroom. "We welcome their experience and guidance as we continue to scale Vroom's business."

Through its ecommerce platform and data-driven technology, Vroom offers thousands of low-mileage, reconditioned vehicles with delivery to consumers wherever they are in the U.S. It also arranges financing through leading lenders and offers warranty and other value-added products that provide convenience for customers. In addition to providing a better way to buy a car, [Vroom's Sell Us Your Car®](#) offering allows customers who wish to sell or trade in their vehicles to receive appraisals within minutes, attractive market-based pricing, hassle-free loan payoffs and convenient vehicle pickup.

About Vroom:

Vroom is an innovative, end-to-end ecommerce platform designed to offer a better way to buy and a better way to sell used vehicles. The company's scalable, data-driven technology brings all phases of the vehicle buying and selling process to consumers wherever they are and offers an extensive selection of vehicles, transparent pricing, competitive financing, and at-home pick-up and delivery. Vroom is based in New York and Houston and also operates the Texas Direct Auto and CarStory brands. For more information, visit vroom.com.

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Source: Vroom, Inc.