

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8  
REGISTRATION STATEMENT**

**UNDER  
THE SECURITIES ACT OF 1933**

**VROOM, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

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

**4700 Mercantile Dr.  
Fort Worth, TX 76137  
Telephone: (917) 451-9855**  
(Address of Principal Executive Offices) (Zip Code)

**Vroom, Inc. Amended and Restated 2020 Incentive Award Plan**  
(Full Title of the Plan)

**Thomas H. Shortt  
Chief Executive Officer  
Vroom, Inc.  
4700 Mercantile Dr.  
Fort Worth, TX 76137**  
(Name and Address of Agent for Service)

**(917) 451-9855**  
(Telephone Number, including Area Code, of Agent for Service)

**Copies to:**

**Marc D. Jaffe, Esq.  
Ian D. Schuman, Esq.  
Courtenay Myers Lima, Esq.  
Latham & Watkins LLP  
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**Anna-Lisa Corrales, Esq.  
Chief Legal Officer & Chief Compliance Officer  
Vroom, Inc.  
4700 Mercantile Dr.  
Fort Worth, TX 76137  
Telephone: (917) 451-9855**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “Registration Statement”) is being filed for the purpose of registering 207,985 additional shares of the common stock of Vroom, Inc. (the “Registrant”) to be issued pursuant to the Vroom, Inc. Amended and Restated 2020 Incentive Award Plan (the “Incentive Plan”). A Registration Statement of the Registrant on Form S-8 relating to the Incentive Plan is effective.

### INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON FORM S-8

The contents of the Registration Statement on Form S-8 (File No. [333-285725](#)), including any amendments thereto, filed with the Securities and Exchange Commission, relating to the Incentive Plan, are incorporated by reference herein.

#### Item 8. Exhibits.

Number	Description
4.1	<a href="#">Restated Certificate of Incorporation of Vroom, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant’s Annual Report on Form 10-K (File No. 001-39315) filed on March 26, 2026)</a>
4.2	<a href="#">Amended and Restated Bylaws of Vroom, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K (File No. 001-39315) filed on January 15, 2025)</a>
5.1+	<a href="#">Opinion of Latham &amp; Watkins LLP, counsel to the Registrant</a>
23.1+	<a href="#">Consent of RSM US LLP, Independent Registered Public Accounting Firm</a>
23.2+	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1)</a>
24.1+	<a href="#">Power of attorney (included on signature pages below)</a>
99.1	<a href="#">Vroom, Inc. Amended and Restated 2020 Incentive Award Plan (incorporated by reference to Exhibit 10.7 to the Registrant’s Annual Report on Form 10-K (File No. 001-39315) filed on March 11, 2025)</a>
99.2	<a href="#">Form of Restricted Stock Unit Agreement pursuant to the Vroom, Inc. 2020 Incentive Award Plan (incorporated by reference to Exhibit 10.58 to the Registrant’s Annual Report on Form 10-K (File No. 001-39315) filed on March 26, 2026)</a>
99.3	<a href="#">Form of Stock Option Grant Notice and Stock Option Agreement pursuant to the Vroom, Inc. 2020 Incentive Award Plan (incorporated by reference to Exhibit 10.4 to the Registrant’s Quarterly Report on Form 10-Q (File No. 001-39315) filed on August 8, 2022)</a>
107+	<a href="#">Filing Fee Table</a>
+	Filed herewith

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SIGNATURE	TITLE	DATE
<hr/> <u>/s/ Thomas H. Shortt</u> Thomas H. Shortt	Chief Executive Officer and Director <i>(principal executive officer)</i>	March 26, 2026
<hr/> <u>/s/ Jonathan Sandison</u> Jonathan Sandison	Chief Financial Officer and Treasurer <i>(principal financial officer)</i>	March 26, 2026
<hr/> <u>/s/ Jacob Benzaquen</u> Jacob Benzaquen	Senior Vice President Accounting <i>(principal accounting officer)</i>	March 26, 2026
<hr/> <u>/s/ Robert J. Mylod, Jr.</u> Robert J. Mylod, Jr.	Chairperson of the Board	March 26, 2026
<hr/> <u>/s/ Robert R. Krakowiak</u> Robert R. Krakowiak	Vice Chair of the Board	March 26, 2026
<hr/> <u>/s/ Timothy M. Crow</u> Timothy M. Crow	Director	March 26, 2026
<hr/> <u>/s/ Michael J. Farello</u> Michael J. Farello	Director	March 26, 2026
<hr/> <u>/s/ Laura G. O'Shaughnessy</u> Laura G. O'Shaughnessy	Director	March 26, 2026
<hr/> <u>/s/ Nikul Patel</u> Nikul Patel	Director	March 26, 2026
<hr/> <u>/s/ Matthew Petroforte</u> Matthew Petroforte	Director	March 26, 2026

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## LATHAM & WATKINS<sup>LLP</sup>

March 26, 2026

Vroom, Inc.  
4700 Mercantile Dr.  
Fort Worth, TX 76137

Re: Registration Statement on Form S-8; 207,985 shares of Vroom, Inc. Common Stock, \$0.001 par value per share

To the addressee set forth above:

We have acted as special counsel to Vroom, Inc., a Delaware corporation (the “*Company*”), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the “*Commission*”) of a registration statement on Form S-8 (the “*Registration Statement*”) under the Securities Act of 1933, as amended (the “*Act*”), relating to the issuance by the Company of up to an aggregate of 207,985 shares of common stock of the Company, \$0.001 par value per share (the “*Shares*”), issuable under the Vroom, Inc. Amended and Restated 2020 Incentive Award Plan (the “*Plan*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus forming a part thereof, other than as expressly stated herein with respect to the issuance of the Shares.

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LATHAM & WATKINS<sup>LLP</sup>

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the Plan, assuming that the individual grants or awards under the Plan are duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Vroom, Inc. of our reports dated March 26, 2026, relating to the consolidated financial statements of Vroom, Inc., appearing in the Annual Report on Form 10-K of Vroom, Inc. for the year ended December 31, 2025.

/s/ RSM US LLP

Los Angeles, California  
March 26, 2026

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## CALCULATION OF FILING FEE TABLE

### FORM S-8

(Form Type)

### VROOM, INC.

(Exact Name of Registrant as Specified in its Charter)

**Table I: Newly Registered Securities**

Plan	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Vroom, Inc. Amended and Restated 2020 Incentive Award Plan	Equity	Common Stock, par value \$0.001 per share	Rule 457(c) and 457(h)	207,985 <sup>(2)</sup>	\$11.31 <sup>(3)</sup>	\$2,352,310.35	\$138.10 per million dollars	\$324.86
	<b>Total Offering Amounts</b>					\$2,352,310.35		\$324.86
	<b>Total Fee Offsets</b>							\$—
	<b>Net Fee Due</b>							\$324.86

(1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended (“Securities Act”), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued under the Vroom, Inc. Amended and Restated 2020 Incentive Award Plan (the “Incentive Plan”) to prevent dilution resulting from stock splits, stock dividends or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Incentive Plan.

(2) Consists of 207,985 shares of Common Stock authorized to be issued under the Incentive Plan.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, and based upon the average of the high and low prices of the Common Stock as reported on the Nasdaq Global Market on March 20, 2026.

