
**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): July 26, 2021

Opendoor Technologies Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39253
(Commission
File Number)

98-1515020
(I.R.S. Employer
Identification No.)

410 N. Scottsdale Road, Suite 1600

Tempe, AZ

(Address of principal executive offices)

85281

(Zip Code)

(415) 896-6737

(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, \$0.0001 par value per share	OPEN	The 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 8.01 Other Events.

On July 26, 2021, Opendoor Technologies Inc. (the “Company”) issued a press release announcing the results of the completed redemption of all of its outstanding warrants to purchase shares of the Company’s common stock, par value \$0.0001 per share, that were issued under the Warrant Agreement, dated April 27, 2020, by and between the Company and Continental Stock Transfer & Trust Company (“CST”), as warrant agent, as amended by the First Amendment to the Warrant Agreement, dated March 22, 2021, by and among the Company, CST and American Stock Transfer & Trust Company, as warrant agent. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated July 26, 2021
104	Cover Page Interactive Data File (Cover page XBRL tags are embedded within the Inline XBRL document)

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: July 26, 2021

Opendoor Technologies Inc.

By: /s/ Carrie Wheeler
Name: Carrie Wheeler
Title: Chief Financial Officer

Opendoor Technologies Inc. Announces the Results of the Completed Redemption of All Outstanding Warrants

SAN FRANCISCO, California – July 26, 2021 – Opendoor Technologies Inc. (Nasdaq: OPEN), (“Opendoor” or “the Company”), a leading digital platform for residential real estate, today announced the results of the completed redemption of all of its outstanding warrants (the “Public Warrants”) to purchase shares of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), that were issued under the Warrant Agreement, dated April 27, 2020, by and between the Company and Continental Stock Transfer & Trust Company (“CST”), as warrant agent, as amended by the First Amendment to the Warrant Agreement, dated March 22, 2021, by and among the Company, CST and American Stock Transfer & Trust Company, as warrant agent (as amended, the “Warrant Agreement”), as part of the units sold in the Company’s initial public offering (the “IPO”) that remained outstanding at 5:00 p.m. New York City time on July 9, 2021 (the “Redemption Date”) for a redemption price of \$0.10 per Public Warrant.

On June 9, 2021, the Company issued a press release stating that, pursuant to the terms of the Warrant Agreement, it would redeem all of the outstanding Public Warrants at a redemption price of \$0.10 per Public Warrant. The redemption was triggered because the last sales price (the “Reference Value”) of the Common Stock was at least \$10.00 per share on each of twenty trading days within a thirty-day trading period ending on the third trading day prior to June 9, 2021. Since the Reference Value was less than \$18.00 per share, the outstanding warrants to purchase Common Stock that were issued under the Warrant Agreement in a private placement simultaneously with the IPO (the “Private Warrants” and, together with the Public Warrants, the “Warrants”) were also concurrently called for redemption on the same terms as the outstanding Public Warrants.

Of the 13,799,947 Public Warrants that were outstanding as of the time of the business combination of Opendoor with Social Capital Hedosophia Holdings Corp. II on December 18, 2020 (the “Business Combination”), 874,739 were exercised for cash at an exercise price of \$11.50 per share of Common Stock and 12,521,776 were exercised on a cashless basis in exchange for an aggregate of 4,452,659 shares of Common Stock, in each case in accordance with the terms of the Warrant Agreement, representing approximately 97% of the Public Warrants. In addition, of the 6,133,333 Private Warrants that were outstanding as of the date of the Business Combination, 1,073,333 were exercised for cash at an exercise price of \$11.50 per share of Common Stock and 5,060,000 were exercised on a cashless basis in exchange for an aggregate of 1,799,336 shares of Common Stock, in each case in accordance with the terms of the Warrant Agreement, representing 100% of the Private Warrants. Total cash proceeds generated from exercises of the Warrants were \$22,402,828. As of July 23, 2021, the Company had no Warrants and 604,213,754 shares of Common Stock outstanding.

In connection with the redemption, the Public Warrants stopped trading on the Nasdaq Global Select Market and were delisted, with the trading halt announced after close of market on July 9, 2021. The redemption had no effect on the trading of the Common Stock, which continues to trade on the Nasdaq Global Select Market under the symbol “OPEN.”

About Opendoor

Opendoor's mission is to empower everyone with the freedom to move. Since 2014, Opendoor has provided people across the U.S. with a radically simple way to buy, sell or trade-in a home online. Opendoor currently operates in a growing number of markets across the U.S.

Contact Information

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