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DELTA REPORT

10-Q

IPOB.U - OPENDOOR TECHNOLOGIES INC

10-Q - MARCH 31, 2024 COMPARED TO 10-Q - SEPTEMBER 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS	1630
CHANGES	283
DELETIONS	566
ADDITIONS	781

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2023 March 31, 2024

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ___________ to ____________.

Commission file number 001-39253

Opendoor Technologies Inc.

(Exact name of registrant as specified in its charter)

Delaware	**30-1318214**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
410 N. Scottsdale Road, Suite 1600	
Tempe, AZ	**85288**
(Address of Principal Executive Offices)	(Zip Code)

(480) 618-6760
Registrant's telephone number, including area code

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: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of registrant's common stock outstanding as of October 26, 2023 April 25, 2024 was approximately 670,031,190. 691,575,980.

OPENDOOR TECHNOLOGIES INC.

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OPENDOOR TECHNOLOGIES INC.

As used in this Quarterly Report on Form 10-Q, unless the context requires otherwise, references to "Opendoor," the "Company," "we," "us," and "our," and similar references refer to Opendoor Technologies Inc. and its wholly owned subsidiaries following the Business Combination (as defined herein) and to Opendoor Labs Inc. prior to the Business Combination.

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q, including, without limitation, statements regarding: current and future health and stability of the real estate housing market and general economy; volatility of mortgage interest rates and expectations regarding the future shifts in behavior by consumers and partners; the health and status of our financial condition; anticipated future results of operations or financial performance; priorities of the Company to achieve future financial and business goals; our ability to continue to effectively navigate the markets in which it operates; we operate; anticipated future and ongoing impacts and benefits of acquisitions, partnership channel expansions, product innovations and other business decisions; health of our balance sheet to weather ongoing market transitions and any expectation to quickly re-scale in the future upon market stabilization; the Company's our ability to adopt an effective approach to manage economic and industry risk, as well as inventory health; our expectations with respect to the future success of our partnerships and our ability to drive significant growth in sales volumes through such partnerships; our business strategy and plans, including plans to expand into additional markets; market opportunity and expansion and objectives of management for future operations, including statements regarding the benefits and timing of the roll out of new markets, products, or technology; and the expected diversification of funding sources, are forward-looking statements. When used in this Quarterly Report on Form 10-Q, words such as "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "forecast," "future," "guidance," "intend," "may," "might," "opportunity," "plan," "possible," "potential," "predict," "project," "should," "strategy," "strive," "target," "vision," "will," or "would," any negative of these words or other similar terms or expressions may identify forward-looking statements. The absence of these words does not mean that a statement is not forward-looking.

These forward-looking statements are based on information available as of the date of this Quarterly Report on Form 10-Q and current expectations, forecasts and assumptions, which involve a number of judgments, risks and uncertainties, including without limitation, risks related to:

- the current and future health and stability of the economy, financial conditions and residential housing market, including any extended downturns or slowdowns;
- changes in general economic and financial conditions (including federal monetary policy, interest rates, inflation, actual or anticipated recession, home price fluctuations, and housing inventory) that may reduce demand for our products and services, lower our profitability or reduce our access to future financings;

- our real estate assets and increased competition in the U.S. residential real estate industry;
- ability to operate and grow our core business products, including the ability to obtain sufficient financing and resell purchased homes;
- investment of resources to pursue strategies and develop new products and services that may not prove effective or that are not attractive to customers and real estate partners or that do not allow us to compete successfully;
- our ability to acquire and resell homes profitably;
- our ability to grow market share in our existing markets or any new markets we may enter;
- our ability to manage our growth effectively;
- our ability to expeditiously sell and appropriately price our inventory;
- our ability to access sources of capital, including debt financing and securitization funding to finance our real estate inventories and other sources of capital to finance operations and growth;
- our ability to maintain and enhance our products and brand, and to attract customers;
- our ability to manage, develop and refine our technology digital platform, including our automated pricing and valuation technology;
- our ability to comply with multiple listing service rules and requirements to access and use listing data, and to maintain or establish relationships with listings and data providers;
- our ability to obtain or maintain licenses and permits to support our current and future business operations;

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- any future impact of the ongoing COVID-19 pandemic (including future variants) or other public health crises on our ability to operate, demand for our products or services, or general economic conditions;
- acquisitions, strategic partnerships, joint ventures, capital-raising activities or other corporate transactions or commitments by us or our competitors;
- actual or anticipated changes in technology, products, markets or services by us or our competitors;
- our success in retaining or recruiting, or changes required in, our officers, key employees and/or directors;
- the impact of the regulatory environment within our industry and complexities with compliance related to such environment;
- any future impact of pandemics or epidemics, including any future resurgences of COVID-19 and its variants, or other public health crises on our ability to operate, demand for our products or services, or general economic conditions;
- changes in laws or government regulation affecting our business; and
- the impact of pending or any future litigation or regulatory actions.

Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the effect of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this report may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. Accordingly, forward-looking statements should not be relied upon as representing our views as of any subsequent date, and we do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

As a result of a number of known and unknown risks and uncertainties, including, without limitation, those described in the “Risk Factors” section of this Quarterly Report on Form 10-Q and on Part I. Item 1A “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023 (the “Annual Report”), our actual results or performance may be materially different from those expressed or implied by these forward-looking statements. You should not place undue reliance on these forward-looking statements.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

OPENDOOR TECHNOLOGIES INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

(In millions, except share data)
(Unaudited)

	September 30, 2023	December 31, 2022

		March 31, 2024		March 31, 2024	December 31, 2023
ASSETS	**ASSETS**				
CURRENT ASSETS:	CURRENT ASSETS:				
CURRENT ASSETS:					
CURRENT ASSETS:					
Cash and cash equivalents					
Cash and cash equivalents					
Cash and cash equivalents	Cash and cash equivalents	$ 1,154	$ 1,137		
Restricted cash	Restricted cash	1,224	654		
Marketable securities	Marketable securities	72	144		
Escrow receivable	Escrow receivable	11	30		
Real estate inventory, net	Real estate inventory, net	1,311	4,460		
Other current assets $0 and $1 carried at fair value)		47	41		
Real estate inventory, net					
Real estate inventory, net					
Other current assets					
Total current assets	Total current assets	3,819	6,466		
PROPERTY AND EQUIPMENT – Net	PROPERTY AND EQUIPMENT – Net	68	58		
RIGHT OF USE ASSETS	RIGHT OF USE ASSETS	27	41		
GOODWILL	GOODWILL	4	4		
INTANGIBLES – Net	INTANGIBLES – Net	7	12		
OTHER ASSETS	OTHER ASSETS	22	27		
TOTAL ASSETS	TOTAL ASSETS (1)	$ 3,947	$ 6,608		
LIABILITIES AND SHAREHOLDERS' EQUITY	**LIABILITIES AND SHAREHOLDERS' EQUITY**				
CURRENT LIABILITIES:	CURRENT LIABILITIES:				
CURRENT LIABILITIES:					
CURRENT LIABILITIES:					
Accounts payable and other accrued liabilities	Accounts payable and other accrued liabilities	$ 67	$ 110		
Non-recourse asset-backed debt - current portion		—	1,376		
Accounts payable and other accrued liabilities					
Accounts payable and other accrued liabilities					
Interest payable					
Interest payable					
Interest payable	Interest payable	1	12		
Lease liabilities - current portion	Lease liabilities - current portion	6	7		

Total current liabilities	Total current liabilities	74	1,505	
NON-RECOURSE ASSET-BACKED DEBT – Net of current portion	NON-RECOURSE ASSET-BACKED DEBT – Net of current portion	2,330	3,020	
CONVERTIBLE SENIOR NOTES	CONVERTIBLE SENIOR NOTES	502	959	
LEASE LIABILITIES – Net of current portion	LEASE LIABILITIES – Net of current portion	20	38	
LEASE LIABILITIES – Net of current portion				
LEASE LIABILITIES – Net of current portion				
OTHER LIABILITIES	OTHER LIABILITIES	1	—	
Total liabilities	Total liabilities (2)	2,927	5,522	
COMMITMENTS AND CONTINGENCIES (See Note 14)				
COMMITMENTS AND CONTINGENCIES (See Note 13)				COMMITMENTS AND CONTINGENCIES (See Note 13)
SHAREHOLDERS' EQUITY:	SHAREHOLDERS' EQUITY:			
Common stock, $0.0001 par value; 3,000,000,000 shares authorized; 668,592,580 and 637,387,025 shares issued, respectively; 668,592,580 and 637,387,025 shares outstanding, respectively		—	—	
SHAREHOLDERS' EQUITY:				
SHAREHOLDERS' EQUITY:				
Common stock, $0.0001 par value; 3,000,000,000 shares authorized; 688,560,794 and 677,636,163 shares issued, respectively; 688,560,794 and 677,636,163 shares outstanding, respectively				
Common stock, $0.0001 par value; 3,000,000,000 shares authorized; 688,560,794 and 677,636,163 shares issued, respectively; 688,560,794 and 677,636,163 shares outstanding, respectively				
Common stock, $0.0001 par value; 3,000,000,000 shares authorized; 688,560,794 and 677,636,163 shares issued, respectively; 688,560,794 and 677,636,163 shares outstanding, respectively				
Additional paid-in capital	Additional paid-in capital	4,263	4,148	
Accumulated deficit	Accumulated deficit	(3,242)	(3,058)	
Accumulated other comprehensive loss	Accumulated other comprehensive loss	(1)	(4)	
Total shareholders' equity	Total shareholders' equity	1,020	1,086	
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 3,947	$ 6,608	

(1) The Company's consolidated assets at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 include the following assets of certain variable interest entities ("VIEs") that can only be used to settle the liabilities of those VIEs: Restricted cash, $1,203 $322 and $636; $530; Real estate inventory, net, $1,272 $1,848 and $4,408; $1,735; Escrow receivable, $11 $14 and $29; $8; Other current assets, $13 $27 and $9; $10; and Total assets of $2,499 $2,211 and $5,082, $2,283, respectively.

(2) The Company's consolidated liabilities at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 include the following liabilities for which the VIE creditors do not have recourse to Opendoor: Accounts payable and other accrued liabilities, $25 $27 and $61; $28; Interest payable, $1 and $11; Current portion of non-recourse asset-backed debt, $— and $1,376; $1; Non-recourse asset-backed debt, net of current portion, $2,330 $2,036 and $3,020; $2,134; and Total liabilities, $2,356 $2,064 and $4,468, $2,163, respectively.

See accompanying notes to condensed consolidated financial statements.

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OPENDOOR TECHNOLOGIES INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except share amounts which are presented in thousands, and per share amounts)
(Unaudited)

	Three Months Ended March 31,
	Three Months Ended March 31,
	Three Months Ended March 31,
	2024
	2024
	2024
REVENUE	
REVENUE	
REVENUE	
COST OF REVENUE	
COST OF REVENUE	
COST OF REVENUE	
GROSS PROFIT	
GROSS PROFIT	
GROSS PROFIT	
OPERATING EXPENSES:	
OPERATING EXPENSES:	
OPERATING EXPENSES:	
Sales, marketing and operations	
Sales, marketing and operations	
Sales, marketing and operations	
General and administrative	
General and administrative	
General and administrative	
Technology and development	
Technology and development	
Technology and development	
Total operating expenses	

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
REVENUE	$ 980	$ 3,361	$ 6,076	$ 12,710
COST OF REVENUE	884	3,786	5,661	12,114
GROSS PROFIT (LOSS)	96	(425)	415	596
OPERATING EXPENSES:				
Sales, marketing and operations	85	260	397	812

General and administrative		48	85	158	323
Technology and development		42	40	121	121
Restructuring		—	—	10	—
Total operating expenses	Total operating expenses	175	385	686	1,256
Total operating expenses					
LOSS FROM OPERATIONS					
LOSS FROM OPERATIONS					
LOSS FROM OPERATIONS	LOSS FROM OPERATIONS	(79)	(810)	(271)	(660)
GAIN ON EXTINGUISHMENT OF DEBT	GAIN ON EXTINGUISHMENT OF DEBT	—	—	182	—
GAIN ON EXTINGUISHMENT OF DEBT					
GAIN ON EXTINGUISHMENT OF DEBT					
INTEREST EXPENSE	INTEREST EXPENSE	(47)	(115)	(174)	(272)
OTHER INCOME (LOSS) – Net		20	(2)	80	(20)
INTEREST EXPENSE					
INTEREST EXPENSE					
OTHER INCOME – Net					
OTHER INCOME – Net					
OTHER INCOME – Net					
LOSS BEFORE INCOME TAXES					
LOSS BEFORE INCOME TAXES					
LOSS BEFORE INCOME TAXES	LOSS BEFORE INCOME TAXES	(106)	(927)	(183)	(952)
INCOME TAX EXPENSE	INCOME TAX EXPENSE	—	(1)	(1)	(2)
INCOME TAX EXPENSE					
INCOME TAX EXPENSE					
NET LOSS					
NET LOSS					
NET LOSS	NET LOSS	$ (106)	$ (928)	$ (184)	$ (954)
Net loss per share attributable to common shareholders:	Net loss per share attributable to common shareholders:				
Net loss per share attributable to common shareholders:					
Net loss per share attributable to common shareholders:					
Basic					
Basic					
Basic	Basic	$ (0.16)	$ (1.47)	$ (0.28)	$ (1.53)
Diluted	Diluted	$ (0.16)	$ (1.47)	$ (0.28)	$ (1.53)
Diluted					
Diluted					
Weighted-average shares outstanding:					
Weighted-average shares outstanding:					
Weighted-average shares outstanding:	Weighted-average shares outstanding:				
Basic	Basic	662,149	629,535	651,939	624,581
Basic					
Basic					
Diluted	Diluted	662,149	629,535	651,939	624,581
Diluted					

Diluted

See accompanying notes to condensed consolidated financial statements.

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OPENDOOR TECHNOLOGIES INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(In millions)
(Unaudited)

	Three Months Ended March 31,
	Three Months Ended March 31,
	Three Months Ended March 31,
	2024
	2024
	2024
NET LOSS	
NET LOSS	
NET LOSS	
OTHER COMPREHENSIVE INCOME:	
OTHER COMPREHENSIVE INCOME:	
OTHER COMPREHENSIVE INCOME:	
Unrealized gain on marketable securities	
Unrealized gain on marketable securities	
Unrealized gain on marketable securities	

		Three Months Ended September 30,				Nine Months Ended September 30,			
COMPREHENSIVE LOSS									
			2023		2022		2023		2022
NET LOSS		$	(106)	$	(928)	$	(184)	$	(954)
OTHER COMPREHENSIVE INCOME (LOSS):									
Unrealized gain (loss) on marketable securities			1		—		3		(3)
COMPREHENSIVE LOSS									
COMPREHENSIVE LOSS	COMPREHENSIVE LOSS	$	(105)	$	(928)	$	(181)	$	(957)

See accompanying notes to condensed consolidated financial statements.

OPENDOOR TECHNOLOGIES INC.

CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(In millions, except number of shares)

(Unaudited)

	Shareholders' Equity					
	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
	Shares					
BALANCE-December 31, 2023						
BALANCE-December 31, 2023						
BALANCE-December 31, 2023						

Shareholders' Equity
Shareholders' Equity
Common Stock

	Shareholders' Equity					
	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
	Shares	Amount				
BALANCE-June 30, 2023	657,337,566	$ —	$ 4,224	$ (3,136)	$ (2)	$ 1,086
Issuance of common stock for settlement of RSUs, net of shares withheld for participant taxes						
Issuance of common stock for settlement of RSUs, net of shares withheld for participant taxes						
Issuance of common stock for settlement of RSUs, net of shares withheld for participant taxes						
Exercise of stock options						

Exercise of stock options						
Exercise of stock options						
Issuance of common stock under employee stock purchase plan, net of shares withheld for participant taxes						
Stock-based compensation						
Stock-based compensation						
Stock-based compensation						
Other comprehensive income						
Other comprehensive income						
Other comprehensive income						
Net loss						
BALANCE– March 31, 2024						
Vesting of restricted stock units	9,613,088	—	—	—	—	—
Exercise of stock options	134,563	—	—	—	—	—
Employee stock purchase plan	1,507,363	—	1	—	—	1
Stock-based compensation	—	—	38	—	—	38
Other comprehensive income	—	—	—	—	1	1
Net loss	—	—	—	(106)	—	(106)
BALANCE– September 30, 2023	668,592,580	$ —	$ 4,263	$ (3,242)	$ (1)	$ 1,020

	Shareholders' Equity					
	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
	Shares	Amount				
BALANCE- December 31	637,387,025	$ —	$ 4,148	$ (3,058)	$ (4)	$ 1,086

December 31, 2022						
Vesting of restricted stock units	26,749,344	—	—	—	—	—
Exercise of stock options	2,304,417	—	2	—	—	2
Employee stock purchase plan	2,151,794	—	2	—	—	2
Stock-based compensation	—	—	111	—	—	111
Other comprehensive income	—	—	—	—	3	3
Net loss	—	—	—	(184)	—	(184)
BALANCE–September 30, 2023	668,592,580	$ —	$ 4,263	$ (3,242)	$ (1)	$ 1,020

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OPENDOOR TECHNOLOGIES INC.
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(In millions, except number of shares)
(Unaudited)

	Shareholders' Equity					
	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
	Shares	Amount				
BALANCE-June 30, 2022	627,033,133	$ —	$ 4,092	$ (1,731)	$ (5)	$ 2,356
Vesting of restricted shares	316	—	—	—	—	—
Vesting of restricted stock units	4,414,922	—	—	—	—	—
Exercise of stock options	570,974	—	1	—	—	1
Employee stock purchase plan	493,790	—	2	—	—	2
Stock-based compensation	—	—	57	—	—	57
Other comprehensive loss	—	—	—	—	—	—
Net loss	—	—	—	(928)	—	(928)
BALANCE–September 30, 2022	632,513,135	$ —	$ 4,152	$ (2,659)	$ (5)	$ 1,488

	Shareholders' Equity					
	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
	Shares	Amount				
BALANCE-December 31, 2021	616,026,565	$ —	$ 3,955	$ (1,705)	$ (2)	$ 2,248
Vesting of restricted shares	142,445	—	—	—	—	—
Vesting of restricted stock units	12,957,946	—	—	—	—	—
Exercise of stock options	2,892,389	—	4	—	—	4
Employee stock purchase plan	493,790	—	2	—	—	2
Stock-based compensation	—	—	191	—	—	191
Other comprehensive loss	—	—	—	—	(3)	(3)
Net loss	—	—	—	(954)	—	(954)
BALANCE–September 30, 2022	632,513,135	$ —	$ 4,152	$ (2,659)	$ (5)	$ 1,488

	Shareholders' Equity					
	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
	Shares	Amount				
BALANCE-December 31, 2022	637,387,025	$ —	$ 4,148	$ (3,058)	$ (4)	$ 1,086
Issuance of common stock for settlement of RSUs, net of shares withheld for participant taxes	8,241,495	—	—	—	—	—
Exercise of stock options	1,334,969	—	1	—	—	1
Issuance of common stock under employee stock purchase plan, net of shares withheld for participant taxes	644,431	—	1	—	—	1
Stock-based compensation	—	—	48	—	—	48
Other comprehensive income	—	—	—	—	1	1
Net loss	—	—	—	(101)	—	(101)
BALANCE–March 31, 2023	647,607,920	$ —	$ 4,198	$ (3,159)	$ (3)	$ 1,036

See accompanying notes to condensed consolidated financial statements.

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OPENDOOR TECHNOLOGIES INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

(Unaudited)

		Nine Months Ended September 30,			
		2023	2022		
	Three Months Ended March 31,			Three Months Ended March 31,	
	2024			2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES:	CASH FLOWS FROM OPERATING ACTIVITIES:				
Net loss	Net loss	$ (184)	$ (954)		
Adjustments to reconcile net loss to cash, cash equivalents, and restricted cash provided by (used in) operating activities:					
Net loss					
Net loss					
Adjustments to reconcile net loss to cash, cash equivalents, and restricted cash (used in) provided by operating activities:					
Depreciation and amortization					
Depreciation and amortization					
Depreciation and amortization	Depreciation and amortization	50	59		
Amortization of right of use asset	Amortization of right of use asset	5	6		

Stock-based compensation			
Stock-based compensation			
Stock-based compensation	Stock-based compensation	94	178
Inventory valuation adjustment	Inventory valuation adjustment	54	663
Inventory valuation adjustment			
Inventory valuation adjustment			
Changes in fair value of equity securities			
Changes in fair value of equity securities			
Changes in fair value of equity securities	Changes in fair value of equity securities	4	36
Other	Other	6	(1)
Origination of mortgage loans held for sale		—	(118)
Other			
Other			
Proceeds from sale and principal collections of mortgage loans held for sale			
Proceeds from sale and principal collections of mortgage loans held for sale			
Proceeds from sale and principal collections of mortgage loans held for sale	Proceeds from sale and principal collections of mortgage loans held for sale	1	128
Gain on extinguishment of debt	Gain on extinguishment of debt	(182)	—
Changes in operating assets and liabilities:	Changes in operating assets and liabilities:		
Escrow receivable			
Escrow receivable			
Escrow receivable	Escrow receivable	19	(70)
Real estate inventory	Real estate inventory	3,082	(663)
Other assets	Other assets	(15)	—
Accounts payable and other accrued liabilities	Accounts payable and other accrued liabilities	(29)	73
Interest payable	Interest payable	(10)	4
Lease liabilities	Lease liabilities	(9)	(6)

Net cash provided by (used in) operating activities		2,886	(665)
Net cash (used in) provided by operating activities			
CASH FLOWS FROM INVESTING ACTIVITIES:	CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	Purchase of property and equipment	(28)	(33)
Purchase of property and equipment			
Purchase of property and equipment			
Purchase of marketable securities		—	(28)
Proceeds from sales, maturities, redemptions and paydowns of marketable securities	Proceeds from sales, maturities, redemptions and paydowns of marketable securities	75	293
Purchase of non-marketable equity securities		—	(25)
Proceeds from sale of non-marketable equity securities		1	3
Capital returns from non-marketable equity securities		—	3
Acquisitions, net of cash acquired		—	(3)
Proceeds from sales, maturities, redemptions and paydowns of marketable securities			
Proceeds from sales, maturities, redemptions and paydowns of marketable securities			
Net cash provided by investing activities			
Net cash provided by investing activities			
Net cash provided by investing activities	Net cash provided by investing activities	48	210
CASH FLOWS FROM FINANCING ACTIVITIES:	CASH FLOWS FROM FINANCING ACTIVITIES:		
Repurchase of convertible senior notes	Repurchase of convertible senior notes	(270)	—
Repurchase of convertible senior notes			
Repurchase of convertible senior notes			
Proceeds from exercise of stock options			
Proceeds from exercise of stock options			
Proceeds from exercise of stock options	Proceeds from exercise of stock options	2	4

Proceeds from issuance of common stock for ESPP	Proceeds from issuance of common stock for ESPP	2	2
Proceeds from non-recourse asset-backed debt	Proceeds from non-recourse asset-backed debt	238	9,160
Proceeds from non-recourse asset-backed debt			
Proceeds from non-recourse asset-backed debt			
Principal payments on non-recourse asset-backed debt	Principal payments on non-recourse asset-backed debt	(2,315)	(8,179)
Proceeds from other secured borrowings		—	114
Principal payments on other secured borrowings		—	(121)
Payment of loan origination fees and debt issuance costs		—	(24)
Payment for early extinguishment of debt	Payment for early extinguishment of debt	(4)	—
Net cash (used in) provided by financing activities		(2,347)	956
NET INCREASE IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH		587	501
Payment for early extinguishment of debt			
Payment for early extinguishment of debt			
Net cash used in financing activities			
NET (DECREASE) INCREASE IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH			
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH – Beginning of period	CASH, CASH EQUIVALENTS, AND RESTRICTED CASH – Beginning of period	1,791	2,578
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH – End of period	CASH, CASH EQUIVALENTS, AND RESTRICTED CASH – End of period	$2,378	$3,079
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION – Cash paid during the period for interest	SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION – Cash paid during the period for interest	$ 169	$ 248

DISCLOSURES OF NONCASH ACTIVITIES:	DISCLOSURES OF NONCASH ACTIVITIES:		
Stock-based compensation expense capitalized for internally developed software			
Stock-based compensation expense capitalized for internally developed software			
Stock-based compensation expense capitalized for internally developed software	Stock-based compensation expense capitalized for internally developed software	$ 17	$ 13
RECONCILIATION TO CONDENSED CONSOLIDATED BALANCE SHEETS:	RECONCILIATION TO CONDENSED CONSOLIDATED BALANCE SHEETS:		
RECONCILIATION TO CONDENSED CONSOLIDATED BALANCE SHEETS:			
RECONCILIATION TO CONDENSED CONSOLIDATED BALANCE SHEETS:			
Cash and cash equivalents			
Cash and cash equivalents			
Cash and cash equivalents	Cash and cash equivalents	$1,154	$1,327
Restricted cash	Restricted cash	1,224	1,752
Cash, cash equivalents, and restricted cash	Cash, cash equivalents, and restricted cash	$2,378	$3,079

See accompanying notes to condensed consolidated financial statements.

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OPENDOOR TECHNOLOGIES INC.
Notes to Condensed Consolidated Financial Statements
(Tabular amounts in millions, except share and per share amounts, ratios, or as noted)
(Unaudited)

1. DESCRIPTION OF BUSINESS AND ACCOUNTING POLICIES

Description of Business

Opendoor Technologies Inc. (the "Company" and "Opendoor") including its consolidated subsidiaries and certain variable interest entities ("VIEs"), is a managed marketplace for residential real estate. By leveraging our its centralized digital platform, Opendoor is working towards a future that enables sellers and buyers of residential real estate to experience a simple and certain transaction that is dramatically improved from the traditional process. The Company was incorporated in Delaware on December 30, 2013.

Basis of Presentation and Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements have been prepared pursuant to generally accepted accounting principles in the United States of America ("GAAP"). The condensed consolidated financial statements as of September 30, 2023 and December 31, 2022 and for the three and nine month periods ended September 30, 2023 and 2022 include the accounts of Opendoor, its wholly owned subsidiaries and VIEs where the Company is the primary beneficiary. The accompanying unaudited condensed consolidated financial statements reflect all adjustments which are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented. All significant intercompany accounts and transactions have been eliminated in the condensed consolidated financial statements herein. Certain prior period amounts in the condensed consolidated financial statements and accompanying notes have been reclassified to conform to the current period's presentation.

The Company was formed through a business combination with Social Capital Hedosophia Holdings Corp. II ("SCH"), a Cayman Islands exempted company formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses (the "Business Combination"). The Business Combination, pursuant to which Opendoor Labs Inc. became a wholly owned subsidiary of SCH and SCH changed its name from "Social Capital

Hedosophia Holdings Corp. II" to "Opendoor Technologies Inc.", was completed on December 18, 2020, and was accounted for as a reverse recapitalization, in accordance with GAAP.

Basis of Presentation and Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements have been prepared pursuant to generally accepted accounting principles in the United States of America ("GAAP"). The condensed consolidated financial statements as of March 31, 2024 and December 31, 2023 and for the three month periods ended March 31, 2024 and 2023 include the accounts of Opendoor, its wholly owned subsidiaries and VIEs where the Company is the primary beneficiary. The accompanying unaudited condensed consolidated financial statements reflect all adjustments which are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented. All significant intercompany accounts and transactions have been eliminated in the condensed consolidated financial statements herein. Certain prior period amounts in the condensed consolidated financial statements and accompanying notes have been reclassified to conform to the current period's presentation.

The accompanying interim condensed consolidated financial statements and these related notes should be read in conjunction with the consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023 ("Annual Report") filed on February 23, 2023 February 15, 2024.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that have a material impact on the amounts reported in the financial statements and accompanying notes. Significant estimates, assumptions and judgments made by management include, among others, the determination of the fair value of common stock, share-based awards, warrants, and inventory valuation adjustment. Management believes that the estimates and judgments upon which management relies are reasonable based upon information available to management at the time that these estimates and judgments are made. To the extent there are material differences between these estimates, assumptions and judgments and actual results, the carrying values of the Company's assets and liabilities and the results of operations will be affected. The health of the residential housing market and interest rate environment have introduced additional uncertainty with respect to judgments, estimates and assumptions, which may materially impact the estimates previously listed, among others.

Significant Risks and Uncertainties

The Company operates in a dynamic industry and, accordingly, can be affected by a variety of factors. For example, the Company believes that changes in any of the following areas could have a significant negative effect on the Company in terms of its future financial position, results of operations or cash flows: public health crises, like the COVID-19 pandemic; its rate rates of revenue growth; its ability to manage inventory; engagement and usage of its products; the effectiveness of its investment of resources to pursue strategies; competition in its market; the stability of the residential real estate market; the impact of interest rate changes on demand for and pricing of its products and on the cost of capital; changes in technology, products, markets or services by the Company or its competitors; its ability to maintain or establish relationships with listings and data providers; its

ability to maintain or establish relationships with listings and data providers; its ability to obtain or maintain licenses and permits to support its current and future businesses; actual or anticipated changes to its products and services; changes in government regulation affecting its business; the outcomes of legal proceedings; natural disasters and catastrophic events; events, such as pandemics or epidemics (including any future resurgence of COVID-19 or its variants); scaling and adaptation of existing technology and network infrastructure; its management of its growth; its ability to attract and retain qualified employees and key personnel; its ability to successfully integrate and realize the benefits of its past or future strategic acquisitions or investments; the protection of customers' information and other privacy concerns; the protection of its brand and intellectual property; and intellectual property infringement and other claims, among other things.

Concentrations of Credit Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist primarily of cash and cash equivalents, restricted cash, and investments in marketable securities. The Company places cash and cash equivalents and investments with major financial institutions, which management assesses to be of high credit quality, in order to limit exposure of the Company's investments.

Significant Accounting Policies

The Company's significant accounting policies are discussed in *"Part II – Item 8 – Financial Statements and Supplementary Data – Note 1. Description of Business and Accounting Policies"* in the Annual Report. There have been no changes to these significant accounting policies for the nine-month three-month period ended September 30, 2023 March 31, 2024, except as noted below.

Convertible Senior Notes

The 0.25% convertible senior notes due in 2026 (the "2026 Notes") issued by the Company in August 2021 are accounted for wholly as debt. The 2026 Notes have an initial carrying value equal to the net proceeds from issuance. Issuance costs associated with the 2026 Notes are amortized over the term using the effective interest method. Conversions are settled through payment of cash or a combination of cash and stock, at the Company's option. Upon conversion, the carrying amount of the 2026 Notes, including any unamortized debt issuance costs, is reduced by cash paid, with any difference being reflected as a change in equity. There will not be any gains or losses recognized upon a conversion. Upon extinguishment of any portion of the 2026 Notes, the difference between the repurchase price of the extinguished notes and the respective net carrying amount is recorded as a gain or loss in Gain on extinguishment of debt in the condensed consolidated statements of operations. See *"Note 5 — Credit Facilities and Long-Term Debt"* for details on the partial repurchase of the Company's convertible notes that occurred in the period.

Impairment of Long-Lived Assets

Long-lived assets, such as property and equipment and definite-lived intangible assets, among other long-lived assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset or asset group be tested for possible impairment, the Company first compares undiscounted cash flows expected to be generated by that asset or asset group to its carrying amount. If the carrying amount of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, an impairment loss is recognized to the extent the carrying amount of the underlying asset exceeds its fair value. The impairment loss recognized for the three and nine months ended September 30, 2023 March 31, 2024 is primarily related to impairment of certain internally developed software projects. The impairment loss recognized during the periods presented is as follows (in millions):

		Three Months Ended March 31, Three Months Ended March 31, Three Months Ended March 31,			
		2024 2024 2024			
		Three Months Ended September 30,		Nine Months Ended September 30,	
Technology and development					
		2023	2022	2023	2022
General and administrative		$ 1	$ —	$ 1	$ —
Technology and development					
Technology and development	Technology and development	$ 1	$ 1	4	1
Total impairment loss	Total impairment loss	$ 2	$ 1	$ 5	$ 1
Total impairment loss					
Total impairment loss					

Stock-Based Compensation

RSUs

Prior to its listing, the Company granted restricted stock units ("RSUs") with a performance condition, based on a liquidity event, as defined by the share agreement, as well as a service condition to vest, which was generally four years. The Company determined the fair value of RSUs based on the valuation of the Company's common stock as of the grant date. No compensation expense was recognized for performance-based awards until the liquidity event occurred in February 2021. Subsequent to the occurrence of the liquidity event, compensation expense was recognized on an accelerated attribution basis over the requisite service period of the awards.

After the Company became listed, the Company began granting RSUs subject to a service condition to vest, which is generally two to four years. Compensation expense is recognized on a straight-line basis subject to a floor of the vested number of shares for each award. In the quarter ended March 31, 2024, the Company began granting RSUs to certain executive employees that contain a performance condition and service condition to vest. If the award is deemed probable of being earned, compensation expense is recognized on an accelerated attribution basis over the requisite service period of the award, which is

generally three years. The Company reassesses the probability of achieving the performance condition at each reporting date during the performance period. The Company determines the fair value of RSUs based on the Company's grant date closing stock price and recognizes forfeitures as they occur.

Recently Issued Accounting Standards

Recently Adopted Accounting Standards

In July 2023, the FASB issued ASU 2023-03 which amends various paragraphs in the Accounting Standards Codification pursuant to the issuance of Commission Staff Bulletin No. 120. These updates were effective immediately and did not have a material impact on the Company's condensed consolidated financial statements.

Recently Issued Accounting Standards Not Yet Adopted

In October 2023, the FASB issued ASU 2023-06 which is intended to clarify or improve disclosure and presentation requirements of a variety of topics. It will allow users to more easily compare entities subject to the U.S. Securities and Exchange Commission's ("SEC") existing disclosures with those entities that were not previously subject to the requirements and align the requirements in the FASB accounting standard codification with the SEC's regulations. The effective date for each amendment will be the date on which the SEC's removal of that related disclosure from Regulation S-X or Regulation S-K becomes effective, or if the SEC has not removed the applicable disclosure requirement by June 30, 2027, the amendment will not be effective for any entity. Early adoption is prohibited. The Company is currently assessing the impact on the Company's disclosures.

In November 2023, the FASB issued ASU 2023-07, which expands reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. This guidance is effective for fiscal years beginning after December 15, 2023 and for interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted and retrospective application to all prior periods presented in the financials is required. The Company is currently assessing the impact on the Company's condensed consolidated financial statements and disclosures.

In December 2023, the FASB issued ASU 2023-09, which expands income tax disclosure requirements to include additional information related to the rate reconciliation of effective tax rates to statutory rates as well as additional disaggregation of taxes paid. This guidance is effective for fiscal years beginning after December 15, 2024, and early adoption is permitted. The Company is currently assessing the impact on the Company's disclosures.

2. REAL ESTATE INVENTORY

The following table presents the components of inventory, net of applicable inventory valuation adjustments of $33 $17 million and $459 $27 million, as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively (in millions):

		September 30, 2023	December 31, 2022	
		March 31, 2024		
		March 31, 2024		
		March 31, 2024		December 31, 2023
Work in progress	Work in progress	$ 298	$ 891	
Finished goods:	Finished goods:			
Listed for sale	Listed for sale	705	2,788	
Listed for sale				
Listed for sale				
Under contract for sale	Under contract for sale	308	781	
Total real estate inventory	Total real estate inventory	$ 1,311	$ 4,460	

As of September 30, 2023 March 31, 2024, the Company was in contract to purchase 1,661 2,611 homes for an aggregate purchase price of $578 $906 million.

During the three and nine months ended September 30, 2023, March 31, 2024 and 2023, the Company recorded inventory valuation adjustments for real estate inventory of $17 $7 million and $54 $23 million, respectively, in Cost of revenue in the condensed consolidated statements of operations. During the three and nine months ended September 30, 2022, the Company recorded inventory valuation adjustments for real estate inventory of $573 million and $663 million, respectively, in Cost of revenue in the condensed consolidated statements of operations.

3. CASH, CASH EQUIVALENTS, AND INVESTMENTS

The amortized cost, gross unrealized gains and losses, and fair value of cash, cash equivalents, and marketable securities as of September 30, 2023 and December 31, 2022, are as follows (in millions):

	September 30, 2023					
	Cost Basis	Unrealized Gains	Unrealized Losses	Fair Value	Cash and Cash Equivalents	Marketable Securities
Cash	$ 69	$ —	$ —	$ 69	$ 69	$ —
Money market funds	1,085	—	—	1,085	1,085	—
Corporate debt securities	61	—	(1)	60	—	60
Equity securities	12	—	—	12	—	12

Total	$ 1,227	$ —	$ (1)	$ 1,226	$ 1,154	$ 72

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	December 31, 2022					
	Cost Basis	Unrealized Gains	Unrealized Losses	Fair Value	Cash and Cash Equivalents	Marketable Securities
Cash	$ 422	$ —	$ —	$ 422	$ 422	$ —
Money market funds	715	—	—	715	715	—
Corporate debt securities	126	—	(4)	122	—	122
Equity securities	11	—	—	11	—	11
Certificates of deposit	9	—	—	9	—	9
Asset-backed securities	2	—	—	2	—	2
Total	$ 1,285	$ —	$ (4)	$ 1,281	$ 1,137	$ 144

3. CASH, CASH EQUIVALENTS, AND INVESTMENTS

The amortized cost, gross unrealized gains and losses, and fair value of cash, cash equivalents, and marketable securities as of March 31, 2024 and December 31, 2023, are as follows (in millions):

	March 31, 2024					
	Cost Basis	Unrealized Gains	Unrealized Losses	Fair Value	Cash and Cash Equivalents	Marketable Securities
Cash	$ 112	$ —	$ —	$ 112	$ 112	$ —
Money market funds	841	—	—	841	841	—
Corporate debt securities	25	—	—	25	—	25
Equity securities	12	—	—	12	—	12
Total	$ 990	$ —	$ —	$ 990	$ 953	$ 37

	December 31, 2023					
	Cost Basis	Unrealized Gains	Unrealized Losses	Fair Value	Cash and Cash Equivalents	Marketable Securities
Cash	$ 63	$ —	$ —	$ 63	$ 63	$ —
Money market funds	936	—	—	936	936	—
Corporate debt securities	55	—	(1)	54	—	54
Equity securities	15	—	—	15	—	15
Total	$ 1,069	$ —	$ (1)	$ 1,068	$ 999	$ 69

During the three and nine months ended September 30, 2023 March 31, 2024, the Company recognized $(6) million and $1 $2 million of net unrealized (losses) gains, respectively, losses in the condensed consolidated statements of operations related to marketable equity securities held as of September 30, 2023 March 31, 2024. During the three and nine months ended September 30, 2022 March 31, 2023, the Company recognized $11 million and $36 million $1 million of net unrealized losses, respectively, gains in the condensed consolidated statements of operations related to marketable equity securities held as of September 30, 2022 March 31, 2023.

A summary of debt securities with unrealized losses aggregated by period of continuous unrealized loss is as follows (in millions):

March 31, 2024	Less than 12 Months	March 31, 2024	Less than 12 Months		12 Months or Greater		Total	
			Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses

	Less than 12 Months		12 Months or Greater		Total	
September 30, 2023	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses

Corporate debt securities							
Corporate debt securities							
Corporate debt securities	Corporate debt securities	$—	$ —	$60	$ (1)	$60	$ (1)
Total	Total	$—	$ —	$60	$ (1)	$60	$ (1)
Total							
Total							

December 31, 2022	Less than 12 Months Fair Value	Less than 12 Months Unrealized Losses	12 Months or Greater Fair Value	12 Months or Greater Unrealized Losses	Total Fair Value	Total Unrealized Losses
Corporate debt securities	$ 5	$ —	$ 117	$ (4)	$ 122	$ (4)
Certificates of deposit	6	—	—	—	6	—
Asset-backed securities	—	—	2	—	2	—
Total	$ 11	$ —	$ 119	$ (4)	$ 130	$ (4)

December 31, 2023	Less than 12 Months Fair Value	Less than 12 Months Unrealized Losses	12 Months or Greater Fair Value	12 Months or Greater Unrealized Losses	Total Fair Value	Total Unrealized Losses
Corporate debt securities	$ —	$ —	$ 54	$ (1)	$ 54	$ (1)
Total	$ —	$ —	$ 54	$ (1)	$ 54	$ (1)

There were no net unrealized losses of the Company's available-for-sale debt securities as of March 31, 2024. Net unrealized losses of the Company's available-for-sale debt securities as of September 30, 2023 and December 31, 2022 December 31, 2023 were $1 million and $4 million, respectively. million. These unrealized losses are associated with the Company's investments in corporate debt securities and were due to interest rate increases, and not credit-related events. The Company does not expect to be required to sell the investments before recovery of the amortized cost bases. As such, no allowance for credit losses is required as of September 30, 2023 or December 31, 2022.

The scheduled contractual maturities of debt securities as of September 30, 2023 are as follows (in millions):

September 30, 2023	Fair Value	Within 1 Year	After 1 Year through 5 Years
Corporate debt securities	$ 60	$ 60	$ —
Total	$ 60	$ 60	$ —

increases, and not credit-related events. The Company does not expect to be required to sell the investments before recovery of the amortized cost bases. As such, no allowance for credit losses is required as of March 31, 2024 or December 31, 2023.

The scheduled contractual maturities of debt securities as of March 31, 2024 are as follows (in millions):

March 31, 2024	Fair Value	Within 1 Year	After 1 Year through 5 Years
Corporate debt securities	$ 25	$ 25	$ —
Total	$ 25	$ 25	$ —

A summary of non-marketable equity securities and equity method investment balances as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 are as follows (in millions):

	September 30, 2023	December 31, 2022
Equity method investments	$ 20	$ 20
Non-marketable equity securities	—	5
Total	$ 20	$ 25

During both the three and nine months ended September 30, 2023, the Company recognized $5 million of net unrealized losses in the condensed consolidated statements of operations related to non-marketable equity securities held as of September 30, 2023. No unrealized losses were recognized during the three and nine months ended September 30, 2022 in the condensed consolidated statements of operations related to non-marketable equity securities held as of September 30, 2022.

	March 31, 2024	December 31, 2023
Equity method investments	$ 20	$ 20
Total	$ 20	$ 20

4. VARIABLE INTEREST ENTITIES

The Company utilizes VIEs in the normal course of business to support the Company's financing needs. The Company determines whether the Company is the primary beneficiary of a VIE at the time it becomes involved with the VIE and reconsiders that conclusion on an on-going basis.

The Company established certain special purpose entities ("SPEs") for the purpose of financing the Company's purchase and renovation of real estate inventory through the issuance of asset-backed debt. The Company is the primary beneficiary of the various VIEs within these financing structures and consolidates these VIEs. The Company is determined to be the primary beneficiary based on its power to direct the activities that most significantly impact the economic outcomes of the SPEs through its role in designing the SPEs and managing the real estate inventory they purchase and sell. The Company has a potentially significant variable interest in the entities based upon the equity interest the Company holds in the VIEs.

The following table summarizes the assets and liabilities related to the VIEs consolidated by the Company as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 (in millions):

March 31, 2024	March 31, 2024	December 31, 2023
Assets		

		September 30, 2023	December 31, 2022
Assets			
Restricted cash			
Restricted cash			
Restricted cash	Restricted cash	$ 1,203	$ 636
Real estate inventory, net	Real estate inventory, net	1,272	4,408
Other(1)	Other(1)	24	38
Total assets	Total assets	$ 2,499	$ 5,082
Liabilities	**Liabilities**		
Non-recourse asset-backed debt	Non-recourse asset-backed debt	$ 2,330	$ 4,396
Non-recourse asset-backed debt			
Non-recourse asset-backed debt			

Other(2)	Other(2)	26	72
Total liabilities	Total liabilities	$ 2,356	$ 4,468

(1) Includes escrow receivable and other current assets.

(2) Includes accounts payable and other accrued liabilities and interest payable.

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The creditors of the VIEs generally do not have recourse to the Company’s general credit solely by virtue of being creditors of the VIEs. However, certain of the financial covenants included in the inventory financing facilities to which the VIEs are party are calculated by reference to Opendoor Labs Inc. and its consolidated subsidiaries' assets and liabilities. As a result, under certain circumstances, this may limit the Company's flexibility to transfer assets from Opendoor subsidiaries to the Parent Company. See *“Note 5 — Credit Facilities and Long-Term Debt”* for further discussion of the recourse obligations with respect to the VIEs.

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5. CREDIT FACILITIES AND LONG-TERM DEBT

The following tables summarize certain details related to the Company's credit facilities and long-term debt as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 (in millions, except interest rates):

September 30, 2023		Borrowing Capacity	Outstanding Amount Current	Outstanding Amount Non-Current	Weighted Average Interest Rate	End of Revolving / Withdrawal Period	Final Maturity Date
Non-Recourse Asset-backed Debt:	Non-Recourse Asset-backed Debt:						
Asset-backed Senior Revolving Credit Facilities	Asset-backed Senior Revolving Credit Facilities						
Revolving Facility 2018-2	Revolving Facility 2018-2	$ 1,000	$ —	$ —	7.49 %	June 30, 2025	June 30, 2025

March 31, 2024	Borrowing Capacity	Outstanding Amount Current	Outstanding Amount Non-Current	Weighted Average Interest Rate	End of Revolving Withdraw Period
March 31, 2024					
March 31, 2024					
Asset-backed Senior Revolving Credit Facilities					
Asset-backed Senior Revolving Credit Facilities					
Revolving Facility 2018-2					
Revolving Facility 2018-2					
	$1,000	$ $—	$ $—	— — %	

Revolving Facility 2018-3	Revolving Facility 2018-3	1,000	—	—	6.82 %	September 29, 2026	September 29, 2026	Revolving Facility 2018-3	1,000	—		—	—		—	—		— %
Revolving Facility 2019-1	Revolving Facility 2019-1	300	—	—	7.34 %	August 15, 2025	August 15, 2025	Revolving Facility 2019-1	300	—		—	—		—	—		— %
Revolving Facility 2019-2	Revolving Facility 2019-2	650	—	—	6.83 %	October 6, 2023	October 6, 2023	Revolving Facility 2019-2	550	—		—	—		—	—		— %
Revolving Facility 2019-3	Revolving Facility 2019-3	925	—	—	— %	April 5, 2024	April 4, 2025	Revolving Facility 2019-3	925	—		—	—		—	—		— %
Asset-backed Senior Term Debt Facilities	Asset-backed Senior Term Debt Facilities																	

Asset-backed Senior Term Debt Facilities

Asset-backed Senior Term Debt Facilities

Term Debt Facility 2021-S1

Term Debt Facility 2021-S1

Term Debt Facility 2021-S1	Term Debt Facility 2021-S1	100	—	100	3.48 %	January 2, 2025	April 1, 2025		100	—	—	100		100	3.48		3.48	% January
Term Debt Facility 2021-S2	Term Debt Facility 2021-S2	400	—	300	3.20 %	September 10, 2025	March 10, 2026	Term Debt Facility 2021-S2	400	—		—	300		300	3.20		3.20 %
Term Debt Facility 2021-S3	Term Debt Facility 2021-S3	1,000	—	750	3.75 %	January 31, 2027	July 31, 2027	Term Debt Facility 2021-S3	1,000	—		—	750		750	3.75		3.75 %
Term Debt Facility 2022-S1	Term Debt Facility 2022-S1	250	—	250	4.07 %	March 1, 2025	September 1, 2025	Term Debt Facility 2022-S1	250	—		—	250		250	4.07		4.07 %
Total	Total	$ 5,625	$ —	$ 1,400														

Total

Total

Issuance Costs	Issuance Costs		—	(13)

Issuance Costs

Issuance Costs

Carrying Value

Carrying Value

Carrying Value	Carrying Value		$ —	$ 1,387
Asset-backed Mezzanine Term Debt Facilities	Asset-backed Mezzanine Term Debt Facilities			

Asset-backed Mezzanine Term Debt Facilities

Asset-backed Mezzanine Term Debt Facilities

Term Debt Facility 2020-M1

Term Debt Facility 2020-M1							
Term Debt Facility 2020-M1	Term Debt Facility 2020-M1	2,300	—	800	10.00 %	April 1, 2025	April 1, 2026
Term Debt Facility 2022-M1	Term Debt Facility 2022-M1	500	—	150	10.00 %	September 15, 2025	September 15, 2026
Total	Total	$ 2,800	$ —	$ 950			
Issuance Costs	Issuance Costs			(7)			
Issuance Costs							
Issuance Costs							
Carrying Value	Carrying Value			$ 943			
Carrying Value							
Carrying Value							
Total Non-Recourse Asset-backed Debt							
Total Non-Recourse Asset-backed Debt							
Total Non-Recourse Asset-backed Debt	Total Non-Recourse Asset-backed Debt	$ 8,425	$ —	$ 2,330			

2,000	—	—	500	500	10.00	10.00	%	April	
Term Debt Facility 2022-M1	500	—	—	150	150	10.00	10.00 %		

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(Tabular amounts in millions, except share and per share amounts, ratios, or as noted)

(Unaudited)

		Outstanding Amount		
December 31, 2022		**Current**	**Non-Current**	**Weighted Average Interest Rate**
	Outstanding Amount			
December 31, 2023				
December 31, 2023				
December 31, 2023		**Current**	**Non-Current**	**Weighted Average Interest Rate**
Non-Recourse Asset-backed Debt:	Non-Recourse Asset-backed Debt:			
Asset-backed Senior Revolving Credit Facilities	Asset-backed Senior Revolving Credit Facilities			
Asset-backed Senior Revolving Credit Facilities				
Asset-backed Senior Revolving Credit Facilities				
Revolving Facility 2018-2				

Revolving Facility 2018-2										
Revolving Facility 2018-2	Revolving Facility 2018-2	$ 472	$ —	4.86 %		$ —	$	$ —	7.49	7.49 %
Revolving Facility 2018-3	Revolving Facility 2018-3	194	—	3.98 %	Revolving Facility 2018-3	—	—	—	6.82	6.82 %
Revolving Facility 2019-1	Revolving Facility 2019-1	55	—	4.41 %	Revolving Facility 2019-1	—	—	—	7.34	7.34 %
Revolving Facility 2019-2	Revolving Facility 2019-2	167	—	3.92 %	Revolving Facility 2019-2	—	—	—	6.83	6.83 %
Revolving Facility 2019-3	Revolving Facility 2019-3	—	—	3.86 %	Revolving Facility 2019-3	—	—	—	—	— %
Revolving Facility 2022-1		289	—	8.15 %						
Asset-backed Senior Term Debt Facilities	Asset-backed Senior Term Debt Facilities									
Asset-backed Senior Term Debt Facilities										
Asset-backed Senior Term Debt Facilities										
Term Debt Facility 2021-S1										
Term Debt Facility 2021-S1										
Term Debt Facility 2021-S1	Term Debt Facility 2021-S1	—	400	3.48 %		—	100	100	3.48	3.48 %
Term Debt Facility 2021-S2	Term Debt Facility 2021-S2	—	500	3.20 %	Term Debt Facility 2021-S2	—	300	300	3.20	3.20 %
Term Debt Facility 2021-S3	Term Debt Facility 2021-S3	—	750	3.75 %	Term Debt Facility 2021-S3	—	750	750	3.75	3.75 %
Term Debt Facility 2022-S1	Term Debt Facility 2022-S1	—	250	4.07 %	Term Debt Facility 2022-S1	—	250	250	4.07	4.07 %
Term Debt Facility 2022-S2		200	—	8.48 %						
Total										
Total										
Total	Total	$ 1,377	$ 1,900							
Issuance Costs	Issuance Costs	(1)	(17)							
Issuance Costs										
Issuance Costs										
Carrying Value										
Carrying Value										
Carrying Value	Carrying Value	$ 1,376	$ 1,883							
Asset-backed Mezzanine Term Debt Facilities	Asset-backed Mezzanine Term Debt Facilities									

(Tabular amounts in millions, except share and per share amounts, ratios, or as noted)

Asset-backed Mezzanine Term Debt Facilities										
Asset-backed Mezzanine Term Debt Facilities										
Term Debt Facility 2020-M1										
Term Debt Facility 2020-M1										
Term Debt Facility 2020-M1	Term Debt Facility 2020-M1	$ —	$ 1,000	10.00 %		$ —	$	$ 600	10.00	10.00 %
Term Debt Facility 2022-M1	Term Debt Facility 2022-M1	$ —	$ 150	10.00 %	Term Debt Facility 2022-M1	$ —	$	$ 150	10.00	10.00 %
Total	Total	$ —	$ 1,150							
Issuance Costs	Issuance Costs		(13)							
Issuance Costs										
Issuance Costs										
Carrying Value	Carrying Value		$ 1,137							
Carrying Value										
Carrying Value										
Total Non-Recourse Asset-backed Debt										
Total Non-Recourse Asset-backed Debt										
Total Non-Recourse Asset-backed Debt	Total Non-Recourse Asset-backed Debt	$ 1,376	$ 3,020							

Non-Recourse Asset-backed Debt

The Company utilizes inventory financing facilities consisting of asset-backed senior debt facilities and asset-backed mezzanine term debt facilities to provide financing for the Company's real estate inventory purchases and renovation. These inventory financing facilities are typically secured by some combination of restricted cash, equity in real estate owning subsidiaries and related holding companies, and, for senior facilities, the real estate inventory financed by the relevant facility and/or beneficial interests in such inventory.

Each of the borrowers under the inventory financing facilities is a consolidated subsidiary of Opendoor and a separate legal entity. Neither the assets nor credit of any such borrower subsidiaries are generally available to satisfy the debts and other obligations of any other Opendoor entities. The inventory financing facilities are non-recourse to the Company and are non-recourse to Opendoor subsidiaries not party to the relevant facilities, except for limited guarantees provided by an Opendoor subsidiary for certain obligations in situations involving "bad acts" by an Opendoor entity and certain other limited circumstances.

As of September 30, 2023 March 31, 2024, the Company had total borrowing capacity with respect to its non-recourse asset-backed debt of $8.4 $8.0 billion. Borrowing capacity amounts under non-recourse asset-backed debt as reflected in the table above are in some cases not fully committed and any borrowings above the committed amounts are subject to the applicable lender's discretion. Any amounts repaid for senior term and mezzanine term debt facilities reduce total borrowing capacity as repaid amounts are not available to be reborrowed. As of September 30, 2023 March 31, 2024, the Company had committed borrowing capacity with respect to the Company's non-recourse asset-backed debt of $3.0 $2.5 billion; this committed borrowing capacity is comprised of $650 $400 million for senior revolving credit facilities, $1.4 billion for senior term debt facilities, and $950 $650 million for mezzanine term debt facilities.

Asset-backed Senior Revolving Credit Facilities

The Company classifies the senior revolving credit facilities as current liabilities on the Company's condensed consolidated balance sheets as amounts drawn to acquire and renovate homes are required to be repaid as the related real estate inventory is sold, which the Company expects to occur within 12 months.

The senior revolving credit facilities are typically structured with an initial revolving period of up to 24 months during which time amounts can be borrowed, repaid and borrowed again. The borrowing capacity is generally available until the end of the applicable revolving period as reflected in the table above. Outstanding amounts drawn under each senior revolving credit facility are required to be repaid on the facility maturity date or earlier if accelerated due to an event of default or other mandatory repayment event. The final maturity dates and revolving period end dates reflected in the table above are inclusive of any extensions that are at the sole discretion of the Company. These facilities may also have extensions subject to lender discretion that are not reflected in the table above. On October 3, 2023 April 4, 2024, the Company entered into an amendment to Revolving Facility 2019-2, 2019-3, providing for $550 $100 million of borrowing capacity with a revolving period end date of October 3, 2025 April 4, 2025 and a final maturity date of October 2, 2026 April 3, 2026, which is inclusive of any extensions that are at the sole discretion of the Company.

Borrowings under the senior revolving credit facilities accrue interest at various floating rates based on a London Interbank Offered Rate ("LIBOR") or a secured overnight financing rate ("SOFR"), plus a margin that varies by facility. Effective November 2022, all such floating rates are based on SOFR. The Company may also pay fees on certain unused portions of committed borrowing capacity. The Company's senior revolving credit facility arrangements typically include upfront fees that may be paid at execution of the applicable agreements or be earned at execution and payable over time. These facilities are generally fully prepayable at any time without penalty other than customary breakage costs.

The senior revolving credit facilities have aggregated borrowing bases, which increase or decrease based on the cost and value of the properties financed under a given facility and the time that those properties are in the Company's possession. When the Company resells a home, the proceeds are used to reduce the outstanding balance under the related senior revolving credit facility. The borrowing base for a given facility may be reduced as properties age beyond certain thresholds or the performance of the properties financed under that facility declines, and any borrowing base deficiencies may be satisfied through contributions of additional properties or partial repayment of the facility.

Asset-backed Senior Term Debt Facilities

The Company classifies its senior term debt facilities as non-current liabilities on the Company's condensed consolidated balance sheets because its borrowings under these facilities are generally not required to be repaid until the final maturity date.

The senior term debt facilities are typically structured with an initial withdrawal period up to 60 months during which the outstanding principal amounts are generally not required to be repaid when homes financed through those facilities are sold and instead are intended to remain outstanding until final maturity for each facility. Outstanding amounts drawn under each senior term debt facility are required to be repaid on the facility maturity date or earlier if accelerated due to an event of default or other mandatory repayment event. The final maturity dates and withdrawal period end dates reflected in the table above are inclusive of any extensions that are at the sole discretion of the Company. These facilities may also have extensions subject to lender discretion that are not reflected in the table above.

Borrowings under the senior term debt facilities accrue interest at a fixed rate with the exception of Term Debt Facility 2022-S2, which accrued interest at a floating rate based on SOFR plus a margin. rate. The Company's senior term debt facilities may include upfront issuance costs that are capitalized as part of the facilities' respective carrying values. These facilities are fully prepayable at any time but may be subject to certain customary prepayment penalties.

The senior term debt facilities have aggregated property borrowing bases, which increase or decrease based on the cost and value of the properties financed under a given facility, the time those properties are in the Company's possession and the amount of cash collateral pledged by the relevant borrowers. The borrowing base for a given facility may be reduced as properties age or collateral performance declines beyond certain thresholds, and any borrowing base deficiencies may be satisfied through contributions of additional properties, cash or through partial repayment of the facility.

Asset-backed Mezzanine Term Debt Facilities

The Company classifies its mezzanine term debt facilities as long-term liabilities on the Company's condensed consolidated balance sheets because its borrowings under these facilities are generally not required to be repaid until the applicable final maturity date. These facilities are structurally and contractually subordinated to the related asset-backed senior debt facilities.

The mezzanine term debt facilities have been structured with an initial 42-month withdrawal period during which the outstanding principal amounts are generally not required to be repaid when homes financed through those facilities are sold and instead are intended to remain outstanding until final maturity. Outstanding amounts drawn under the mezzanine term debt facilities are required to be repaid on the facility maturity date or earlier if accelerated due to an event of default or other mandatory repayment event. The final maturity date and withdrawal period end date reflected in the table above are inclusive of any extensions that are at the sole discretion of the Company. These facilities may also have extensions subject to lender discretion that are not reflected in the table above.

Borrowings under a given term debt facility accrue interest at a fixed rate. The mezzanine term debt facilities include upfront issuance costs that are capitalized as part of the facilities' respective carrying values. These facilities are fully prepayable at any time but may be subject to certain prepayment penalties.

The mezzanine term debt facilities have aggregated property borrowing bases, which increase or decrease based on the cost and the value of the properties financed under a given facility and time in the Company's possession of those properties and the amount of cash collateral pledged by the relevant borrowers. The borrowing base for a given facility may be reduced as properties age or collateral performance declines beyond certain thresholds, and any borrowing base deficiencies may be satisfied through contributions of additional properties or cash or through partial repayment of the facility.

Covenants

The Company's inventory financing facilities include customary representations and warranties, covenants and events of default. Financed properties are subject to customary eligibility criteria and concentration limits.

The terms of these inventory financing facilities and related financing documents require an Opendoor subsidiary to comply with customary financial covenants, such as maintaining certain levels of liquidity, tangible net worth or leverage (ratio of debt to tangible net worth). Certain of these financial covenants are calculated by reference to Opendoor Labs Inc. and its consolidates consolidated subsidiaries' assets and liabilities. As a result, under certain circumstances, this may limit our the Company's flexibility to transfer assets from Opendoor subsidiaries to the Parent Company. At September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, $300 $263 million and $565 $275 million, respectively, of the Company's net assets were restricted as they reflect minimum net asset requirements at Opendoor Labs Inc. As of September 30, 2023 March 31, 2024, the Company was in compliance with all financial covenants and no event of default had occurred.

Mortgage Financing

In 2022, the Company ceased providing correspondent lending or mortgage brokering services. As a result, the Company no longer requires mortgage financing and terminated its master repurchase agreement (the "Repurchase Agreement") in October 2022.

From March 2019 through its exit of mortgage lending and brokering services, the Company utilized the Repurchase Agreement to provide capital for Opendoor Home Loans. The facility, which was classified as a current liability on the Company's condensed consolidated balance sheets, provided short-term financing between the issuance of a mortgage loan and when Opendoor Home Loans sold the loan to an investor. In accordance with the Repurchase Agreement, the lender agreed to pay Opendoor Home Loans a negotiated purchase price for eligible loans and Opendoor Home Loans simultaneously agreed to repurchase such loans from the lender within a specified timeframe and at an agreed upon price that included interest. Opendoor Labs Inc. was the guarantor with respect to the Repurchase Agreement and the obligation to repurchase loans previously transferred under the arrangement for the benefit of the lender. This financing arrangement was an important component of Opendoor Home Loans' operations as a correspondent lender.

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Convertible Senior Notes

In August 2021, the Company issued 0.25% senior notes due in 2026 (the "2026 Notes") with an aggregate principal amount of $978 million. The tables below summarize certain details related to the 2026 Notes (in millions, except interest rates):

	September 30, 2023	Remaining Aggregate Principal Amount	Unamortized Debt Issuance Costs	Net Carrying Amount				
March 31, 2024					March 31, 2024	Remaining Aggregate Principal Amount	Unamortized Debt Issuance Costs	Net Carrying Amount
2026 Notes	2026 Notes	$ 510	$ (8)	$ 502				

	September 30, 2023	Maturity Date	Stated Cash Interest Rate	Effective Interest Rate	Semi-Annual Interest Payment Dates	Conversion Rate	Conversion Price							
March 31, 2024								March 31, 2024	Maturity Date	Stated Cash Interest Rate	Effective Interest Rate	Semi-Annual Interest Payment Dates	Conversion Rate	Conversion Price
2026 Notes	2026 Notes	August 15, 2026	0.25 %	0.78 %	February 15; August 15	51.9926	$ 19.23							

The 2026 Notes will be convertible at the option of the holders before February 15, 2026 only upon the occurrence of certain events. Beginning on August 20, 2024, the Company has the option to redeem the 2026 Notes upon meeting certain conditions related to price of the Company's common stock. Beginning on February 15, 2026 and until the close of business on the second scheduled trading day immediately preceding the maturity date, the 2026 Notes are convertible at any time at election of each holder. The conversion rate and conversion price are subject to customary adjustments under certain circumstances. In addition, if certain corporate events that constitute a make-whole fundamental change occur, then the conversion rate will be adjusted in accordance with the make-whole table within the Indenture. Upon conversion, the Company may satisfy its obligation by paying cash for the outstanding principal balance, and, a combination of cash and the Company's common stock, at the Company's election, for the remaining amount, if any, based on the applicable conversion rate.

In March 2023, During the year ended December 31, 2023, the Company entered into separate, privately negotiated transactions to repurchase a portion of the outstanding 2026 Notes ("Repurchased 2026 Notes"). The holders of the Repurchased 2026 Notes exchanged $189 $597 million in aggregate principal amount for an aggregate payment payments of $101 $360 million in cash for full settlement of the principal value and accrued interest on such date. The Company accounted for the repurchase as a debt extinguishment. Accordingly, on the repurchase date, the Company: (i) reduced the carrying value of the Repurchased 2026 Notes by $189 $597 million, (ii) reduced outstanding deferred issuance costs by $3 $10 million, (iii) incurred fees of $1 $2 million and (iv) recorded $84 $225 million of gain on debt extinguishment. The Company elected to leave the Capped Calls associated with the Repurchased 2026 Notes outstanding.

In May 2023, the Company entered into separate, privately negotiated transactions to repurchase a portion of the outstanding 2026 Notes ("Additional Repurchased 2026 Notes"). The holders of the Additional Repurchased 2026 Notes exchanged $279 million in aggregate principal amount for an aggregate payment of $169 million in cash for full settlement of the principal value and accrued interest on such date. The Company accounted for the repurchase as a debt extinguishment. Accordingly, on the repurchase date, the Company: (i) reduced the carrying value of the Additional Repurchased 2026 Notes by $279 million, (ii) reduced outstanding deferred issuance costs by $5 million, (iii) incurred fees of $1 million and (iv) recorded $104 million of gain on debt extinguishment. The Company elected to leave the Capped Calls associated with the Additional Repurchased 2026 Notes outstanding.

For the three and nine months ended September 30, 2023 March 31, 2024, and 2023 total interest expense on the Company's convertible senior notes was $1 million and $4 $2 million, respectively. For the three and nine months ended September 30, 2022, total interest expense on the Company's convertible senior notes was $2 million and $6 million, respectively.

Capped Calls

In August 2021, in connection with the issuance of the 2026 Notes, the Company purchased capped calls (the "Capped Calls") from certain financial institutions at a cost of $119 million. The Capped Calls cover, subject to customary adjustments, the number of shares of the Company's common stock underlying the 2026 Notes. By entering into the Capped Calls, the Company expects to reduce the potential dilution to its common stock (or, in the event of a conversion of the 2026 Notes settled

in cash, to reduce its cash payment obligation) in the event that at the time of conversion of the 2026 Notes its common stock price exceeds the conversion price. The Capped Calls have an initial strike price of $19.23 per share and an initial cap price of $29.59 per share or a cap price premium of 100%.

6. FAIR VALUE DISCLOSURES

The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures.

Following is a discussion of the fair value hierarchy and the valuation methodologies used for assets and liabilities recorded at fair value on a recurring and nonrecurring basis and for estimating fair value for financial instruments not recorded at fair value.

Fair Value Hierarchy

Fair value measurements of assets and liabilities are categorized based on the following hierarchy:

Level 1 — Fair value determined based on quoted prices in active markets for identical assets or liabilities.

Level 2 — Fair value determined using significant observable inputs, such as quoted prices for similar assets or liabilities or quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data, by correlation or other means.

Level 3 — Fair value determined using significant unobservable inputs, such as pricing models, discounted cash flows, or similar techniques.

Estimation of Fair Value

The following table summarizes the fair value measurement methodologies, including significant inputs and assumptions, and classification of the Company's assets and liabilities.

Asset/Liability Class	Valuation Methodology, Inputs and Assumptions	Classification
Cash and cash equivalents	Carrying value is a reasonable estimate of fair value based on the short-term nature of the instruments.	Level 1 estimated fair value measurement.
Restricted cash	Carrying value is a reasonable estimate of fair value based on the short-term nature of the instruments.	Level 1 estimated fair value measurement.
Marketable securities		
Debt securities	Prices obtained from third-party vendors that compile prices from various sources and often apply matrix pricing for similar securities when no price is observable.	Level 2 recurring fair value measurement.
Equity securities	Price is quoted given the securities are traded on an exchange.	Level 1 recurring fair value measurement.
Non-recourse asset-backed debt		
Credit facilities	Fair value is estimated using discounted cash flows based on current lending rates for similar credit facilities with similar terms and remaining time to maturity.	Carried at amortized cost. Level 2 estimated fair value measurement.
Convertible senior notes	Fair value is estimated using broker quotes and other observable market inputs.	Carried at amortized cost. Level 2 estimated fair value measurement.

Estimation of Fair Value

The following table summarizes the fair value measurement methodologies, including significant inputs and assumptions, and classification of the Company's assets and liabilities.

Asset/Liability Class	Valuation Methodology, Inputs and Assumptions	Classification
Cash and cash equivalents	Carrying value is a reasonable estimate of fair value based on the short-term nature of the instruments.	Level 1 estimated fair value measurement.
Restricted cash	Carrying value is a reasonable estimate of fair value based on the short-term nature of the instruments.	Level 1 estimated fair value measurement.
Marketable securities		
Debt securities	Prices obtained from third-party vendors that compile prices from various sources and often apply matrix pricing for similar securities when no price is observable.	Level 2 recurring fair value measurement.
Equity securities	Price is quoted given the securities are traded on an exchange.	Level 1 recurring fair value measurement.
Other current assets		
Mortgage loans held for sale	Fair value is estimated based on observable market data including quoted market prices and deal price quotes.	Level 2 recurring fair value measurement.
Non-recourse asset-backed debt		
Credit facilities	Fair value is estimated using discounted cash flows based on current lending rates for similar credit facilities with similar terms and remaining time to maturity.	Carried at amortized cost. Level 2 estimated fair value measurement.
Convertible senior notes	Fair value is estimated using broker quotes and other observable market inputs.	Carried at amortized cost. Level 2 estimated fair value measurement.

Assets and Liabilities Recorded at Fair Value on a Recurring Basis

The following tables present the levels of the fair value hierarchy for the Company's assets measured at fair value on a recurring basis (in millions):

September 30, 2023	Balance at Fair Value	Level 1	Level 2	Level 3

March 31, 2024	Balance at Fair Value	Level 1	Level 2	Level 3
Marketable securities:				
Corporate debt securities	$ 60	$ —	$ 60	$ —
Equity securities	12	12	—	—
Total assets	$ 72	$ 12	$ 60	$ —

Corporate debt securities
Corporate debt securities
Equity securities
Equity securities
Total assets
Total assets

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OPENDOOR TECHNOLOGIES INC.
Notes to Condensed Consolidated Financial Statements
(Tabular amounts in millions, except share and per share amounts, ratios, or as noted)
(Unaudited)

December 31, 2022	Balance at Fair Value	Level 1	Level 2	Level 3
Marketable securities:				
Corporate debt securities	$ 122	$ —	$ 122	$ —
Equity securities	11	11	—	—
Certificates of deposit	9	—	9	—
Asset-backed securities	2	—	2	—
Other current assets:				
Mortgage loans held for sale	1	—	1	—
Total assets	$ 145	$ 11	$ 134	$ —

December 31, 2023	Balance at Fair Value	Level 1	Level 2	Level 3
Marketable securities:				
Corporate debt securities	$ 54	$ —	$ 54	$ —
Equity securities	15	15	—	—
Total assets	$ 69	$ 15	$ 54	$ —

Fair Value of Financial Instruments

The following presents the carrying value, estimated fair value and the levels of the fair value hierarchy for the Company's financial instruments other than assets and liabilities measured at fair value on a recurring basis (in millions):

	September 30, 2023			
	Carrying Value	Fair Value	Level 1	Level 2
	March 31, 2024			
	Carrying Value	Fair Value	Level 1	Level 2
Assets:				

Cash and cash equivalents

Cash and cash equivalents

Cash and cash equivalents	Cash and cash equivalents	$	1,154	$1,154	$1,154	$ —
Restricted cash	Restricted cash		1,224	1,224	1,224	—
Liabilities:	Liabilities:					

Liabilities:

Liabilities:

Non-recourse asset-backed debt

Non-recourse asset-backed debt

Non-recourse asset-backed debt	Non-recourse asset-backed debt	$	2,330	$2,350	$ —	$2,350
Convertible senior notes	Convertible senior notes		502	342	—	342

Convertible senior notes

Convertible senior notes

	December 31, 2022			
	Carrying Value	Fair Value	Level 1	Level 2

	December 31, 2023			
	Carrying Value	Fair Value	Level 1	Level 2

Assets:	Assets:					

Cash and cash equivalents

Cash and cash equivalents

Cash and cash equivalents	Cash and cash equivalents	$	1,137	$1,137	$1,137	$ —
Restricted cash	Restricted cash		654	654	654	—
Liabilities:	Liabilities:					

Liabilities:

Liabilities:

Non-recourse asset-backed debt

Non-recourse asset-backed debt

Non-recourse asset-backed debt	Non-recourse asset-backed debt	$	4,396	$4,427	$ —	$4,427

Convertible senior notes	Convertible senior notes	959	391	—	391
Convertible senior notes					
Convertible senior notes					

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7. PROPERTY AND EQUIPMENT

Property and equipment as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, consisted of the following (in millions):

		September 30, 2023	December 31, 2022		
	March 31, 2024			March 31, 2024	December 31, 2023
Internally developed software	Internally developed software	$ 117	$ 105		
Computers					
Security systems	Security systems	19	18		
Computers		12	13		
Software implementation costs		4	4		
Office equipment	Office equipment	3	3		
Furniture and fixtures	Furniture and fixtures	2	3		
Leasehold improvements	Leasehold improvements	2	2		
Software implementation costs					
Total	Total	159	148		
Accumulated depreciation and amortization	Accumulated depreciation and amortization	(91)	(90)		
Property and equipment – net	Property and equipment – net	$ 68	$ 58		

Depreciation and amortization expense of $8 $9 million and $27 $10 million was recorded for the three and nine months ended September 30, 2023, respectively. Depreciation March 31, 2024 and amortization expense of $10 million and $28 million was recorded for the three and nine months ended September 30, 2022, 2023, respectively.

8. GOODWILL AND INTANGIBLE ASSETS

For the nine three months ended September 30, 2023 March 31, 2024 and the year ended December 31, 2023, there were no additions to goodwill. For the year ended December 31, 2022 the carrying amount of goodwill increased by $4 million due to acquisitions. For more information on significant acquisitions, refer to "*Note 13 — Business Acquisition*". No impairment of goodwill was identified for the three and nine months ended September 30, 2023 March 31, 2024 and 2022.2023.

Intangible assets subject to amortization consisted of the following as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively (in millions, except years):

September 30, 2023 / March 31, 2024		Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Remaining Weighted Average Useful Life (Years)	March 31, 2024	Gross Carrying Amount		Accumulated Amortization		Net Carrying Amount		Remaining Weighted Average Useful Life (Years)	
Developed technology	Developed technology	$ 17	$ (12)	$ 5	1.0	Developed technology	$ 17	$	$ (14)	$	$ 3	0.5	0.5	
Customer relationships	Customer relationships	7	(6)	1	0.9	Customer relationships	7	(6)	(6)	1	1	0.4		0.4
Trademarks	Trademarks	5	(4)	1	0.9	Trademarks	5	(5)	(5)	—	—	0.4		0.4
Intangible assets – net	Intangible assets – net	$ 29	$ (22)	$ 7										
Intangible assets – net														
Intangible assets – net														

December 31, 2022 / December 31, 2023		Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Remaining Weighted Average Useful Life (Years)	December 31, 2023	Gross Carrying Amount		Accumulated Amortization		Net Carrying Amount		Remaining Weighted Average Useful Life (Years)	
Developed technology	Developed technology	$ 17	$ (9)	$ 8	1.8	Developed technology	$ 17	$	$ (13)	$	$ 4	0.8	0.8	
Customer relationships	Customer relationships	7	(5)	2	1.7	Customer relationships	7	(6)	(6)	1	1	0.7		0.7
Trademarks	Trademarks	5	(3)	2	1.7	Trademarks	5	(5)	(5)	—	—	0.7		0.7
Intangible assets – net	Intangible assets – net	$ 29	$ (17)	$ 12										
Intangible assets – net														
Intangible assets – net														

Amortization expense for intangible assets was $2 million for both the three months ended March 31, 2024 and 2023.

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Amortization expense for intangible assets was $2 million and $5 million for the three and nine months ended September 30, 2023, respectively. Amortization expense for intangible assets was $2 million and $7 million for the three and nine months ended September 30, 2022, respectively.

As of September 30, 2023 March 31, 2024, expected amortization of intangible assets is as follows:

Fiscal Years	(In millions)
Remainder of 2023	$ 2
2024	5
Total	$ 7

Fiscal Years	(In millions)
Remainder of 2024	$ 4
Total	$ 4

9. SHARE-BASED AWARDS

Stock options and RSUs

Option awards are generally granted with an exercise price equal to the fair value of the Company’s common stock at the date of grant.

A summary of the stock option activity for the nine three months ended September 30, 2023 March 31, 2024, is as follows:

	Number of Options (in thousands)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions)
Balance-December 31, 2022	10,712	$ 2.13	3.5	$ 1
Exercised	(2,304)	1.07		
Expired	(363)	2.87		
Balance-September 30, 2023	8,045	$ 2.40	3.5	$ 6
Exercisable-September 30, 2023	8,045	$ 2.40	3.5	$ 6

	Number of Options (in thousands)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions)
Balance-December 31, 2023	7,820	$ 2.44	3.3	$ 16
Exercised	(109)	1.07		
Expired	(2)	2.58		
Balance-March 31, 2024	7,709	$ 2.46	3.1	$ 7
Exercisable-March 31, 2024	7,709	$ 2.46	3.1	$ 7

A summary of the RSU activity for the nine three months ended September 30, 2023 March 31, 2024, is as follows:

	Number of RSUs (in thousands)	Weighted-Average
Unvested and outstanding-December 31, 2022 2023		
Granted		
Vested		
Forfeited		
Unvested and outstanding-September 30, 2023 outstanding-March 31, 2024		

Restricted Shares

The Company has granted Restricted Shares to certain continuing employees, primarily in connection with acquisitions.

ESPP

The first offering period for the Company's 2020 ESPP Employee Stock Purchase Plan ("ESPP") began on March 1, 2022. The ESPP pursuant to Internal Revenue C participants employee payroll contributions withheld as of March 31, 2024 were $1 million and are included within Accounts payable and other accrued liabilities in the cor contributions withheld as of March 31, 2024 will be used to purchase shares using payroll deductions at the end of up to 15% of their total compensation, subject to a $25, purchase period ending on contributions. Prior to March 2023, the Company limited the August 31, 2024.

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maximum number of shares to be purchased in an offering period to 1,000 shares per employee, and each offering period was six months in duration. Beginning in March purchased in an offering period was increased to 10,000 shares per employee, 5,000 per purchase period, and each offering period is 12 months in duration, with two 6-m employees to purchase shares of the Company's common stock at a 15% discount on the lower price of either (i) the offer period start date or (ii) the purchase date. The l purchase price if the stock price on the purchase date is less than the stock price on the offering date. ESPP employee payroll contributions withheld as of September 30, Accounts payable and other accrued liabilities in the condensed consolidated balance sheets. Payroll contributions withheld as of September 30, 2023 will be used to pur purchase period ending on February 29, 2024.

The fair value of ESPP purchase rights is estimated at the date of grant using the Black-Scholes option-pricing valuation model. The following assumptions were app
value of the ESPP.

Fair value
Volatility
Risk-free rate
Expected life (in years)
Expected dividend

As of September 30, 2023 March 31, 2024, total estimated unrecognized compensation expense related to the ESPP was $2 $4 million. The unamortized compensat
remaining term of the offering period of 0.6 0.7 years.

Stock-based compensation expense

Stock-based compensation expense is allocated based on the cost center to which the award holder belongs. The following table summarizes total stock-based com
the condensed consolidated statements of operations for the three and nine months ended September 30, 2023 March 31, 2024 and 2022 2023 (in millions):

	Three Months Ended September 30,		
	2023	2022	
General and administrative	$ 15	$ 38	$
Sales, marketing and operations	4	5	
Technology and development	12	9	
Total stock-based compensation expense	$ 31	$ 52	$

During the nine months ended September 30, 2023, no market condition awards satisfied their market condition.

General and administrative	$
Sales, marketing and operations	
Technology and development	
Total stock-based compensation expense	$

As of September 30, 2023 March 31, 2024, there was $211 $180 million of unamortized stock-based compensation costs related to unvested RSUs. The unamortized
recognized over a weighted-average period of approximately 1.7 1.8 years.

10. WARRANTS

Marketing Warrants

On July 28, 2022, the Company entered into a warrant agreement with Zillow, Inc. ("Zillow") in connection with a partnership arrangement that allows for Zillow to pur
that will vest in tranches (each, a "Tranche") upon Zillow providing resale marketing services to the Company. Each Tranche will have an exercise price per share equal to
price per share of Opendoor Common Stock ("VWAP") prior to the vesting date of that Tranche, subject to a $15 floor and $30 cap per share. After a Tranche has vested,

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exercised via a cash payment or a cashless exercise; provided that the Company has the option to cash settle any exercise. The warrant expires in July 2027, subject to e
termination under limited circumstances. Zillow began providing marketing services under the partnership arrangement in March 2023. As of September 30, 2023 March 3

11. INCOME TAXES

The Company's tax provision and the resulting effective tax rate for interim periods is determined based upon its estimated annual effective tax rate adjusted for the e

The Company's provision for income taxes, which was primarily composed of state tax expense, was nominal and $1 $0.2 million for the three and nine months ende respectively, with an effective tax rate of (0.09) (0.19)% and (0.38)%, respectively. . The Company's provision for income taxes was $1 million and $2 $0.3 million for the th respectively, March 31, 2023 with an effective tax rate of (0.08) (0.26)% and (0.19)%, respectively. . The effective tax rate differs from the U.S. statutory tax rate primarily d against the net deferred tax assets.

The Company evaluated the positive and negative evidence bearing upon the realizability of its deferred tax assets. Based on the Company's history of operating los position, the Company believes that based

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on the weight of available evidence, it is more likely than not that all of the deferred tax assets will not be realized and recorded a full valuation allowance on its net deferre 31, 2024 and December 31, 2022 December 31, 2023.

In December 2021, the Organization for Economic Co-operation and Development Inclusive Framework on Base Erosion Profit Shifting released Model Global Anti-E Two. The Model Rules set forth the "common approach" for a Global Minimum Tax at 15 percent for multinational enterprises with a turnover of more than 750 million Eurc January 1, 2024. The Company does not expect adoption of Pillar Two rules to have a significant impact on its consolidated financial statements during fiscal year 2024.

12. NET LOSS PER SHARE

Basic net loss per share is computed based on the weighted average number of shares of common stock outstanding during the period. Diluted net loss per share is number of common shares outstanding plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method. During the peric common stock equivalents have been excluded from the calculation of diluted net loss per share as their effect is anti-dilutive. No dividends were declared or paid for the t 2023 March 31, 2024 or 2022. 2023.

The Company uses the two-class method to calculate net loss per share and apply the more dilutive of the two-class method, treasury stock method or if-converted r Undistributed earnings for each period are allocated to participating securities, based on the contractual participation rights of the security to share in the current earnings distributed. As there is no contractual obligation for participating securities to share in losses, the Company's basic net loss per share is computed by dividing the net loss weighted-average shares of common stock outstanding during periods with undistributed losses.

The following table sets forth the computation of the Company's basic and diluted net loss per share attributable to common shareholders for the three and nine mon and 2022 2023 (in millions, except share amounts which are presented in thousands, and per share amounts):

		Three Months Ended September 30,		
		2023	2022	2023
		Three Months Ended March 31,		
		Three Months Ended March 31,		
		Three Months Ended March 31,		
		2024		
		2024		
		2024		
Basic and diluted net loss per share:	**Basic and diluted net loss per share:**			
Basic and diluted net loss per share:				
Basic and diluted net loss per share:				
Numerator:				
Numerator:				
Numerator:	Numerator:			
Net loss attributable to common shareholders – basic and diluted		$ (106)	$ (928)	$ (184)
Net loss				
Net loss				
Net loss				
Denominator:				
Denominator:				

Denominator:	Denominator:			
Weighted average shares outstanding – basic and diluted	Weighted average shares outstanding – basic and diluted	662,149	629,535	651,939
Weighted average shares outstanding – basic and diluted				
Weighted average shares outstanding – basic and diluted				
Basic and diluted net loss per share				
Basic and diluted net loss per share				
Basic and diluted net loss per share	Basic and diluted net loss per share	$ (0.16)	$ (1.47)	$ (0.28)

There were no preferred dividends declared or accumulated for the periods presented.

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The following securities 2023, 66,754 thousand and 89,578 thousand shares, respectively were not included in the computation of diluted shares outstanding becaus such shares is contingent upon the satisfaction of certain conditions which were not satisfied by the end of the period (in thousands):

	Three Months Ended September 30,	
	2023	2022
RSUs	60,317	62,329
Options	8,045	11,083
Restricted Shares	—	485
Employee Stock Purchase Plan	2,438	829
Total anti-dilutive securities	70,800	74,726

period.

13. BUSINESS ACQUISITION

On November 4, 2022, the Company acquired TaxProper Inc. in exchange for $10 million in cash consideration. Acquired intangible assets consist of developed tech amortized over two years. Goodwill attributed to the TaxProper Inc. acquisition was $2 million.

14. COMMITMENTS AND CONTINGENCIES

Lease Commitments

In May 2023, the Company amended its Tempe, Arizona office lease to partially terminate the Company's obligation with respect to a portion of the leased premises Termination resulted in a decrease of undiscounted, future lease payments of $19 million. As a result of the Partial Lease Termination, the Company remeasured its opera $10 million to reflect the reduced lease payments and termination penalties. The Company also recorded a decrease to right-of-use assets of $9 million based on the prop

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right-of-use asset, which resulted in a gain of $1 million recognized in general and administrative expense on the consolidated statements of operations for the nine month 2023.

Legal Matters

From time to time, the Company may be subject to potential liability relating to the ownership and operations of the Company's properties. Accruals are recorded whe reasonably estimated.

There are various claims and lawsuits arising in the normal course of business pending against the Company, some of which seek damages and other relief which, if
In addition, from time to time the Company receives inquiries and audit requests from various government agencies and fully cooperates with these requests. The Compa
that the resolution of these matters would result in any liability that would materially affect the Company's condensed consolidated results of operations or financial conditi

On October 7, 2022 and November 22, 2022, purported securities class action lawsuits were filed in the United States District Court for the District of Arizona, captio
(Case No. 2:22-cv-01717-JFM) ("Alich") and *Oakland County Voluntary Employee's Beneficiary Association, et al. v. Opendoor Technologies Inc., et al.* (Case No. 2:22-cv
The lawsuits were consolidated into a single action, captioned *In re Opendoor Technologies Inc. Securities Litigation* (Case No. 2:22-CV-01717-MTL). The consolidated a
Company, Social Capital Hedosophia Holdings Corp. II (SCH"), certain of the Company's current and former officers and directors and the underwriters of a securities offe
complaint alleges that the Company and certain officers violated Section 10(b) of the Exchange Act and SEC Rule 10b-5, and that the Company, SCH, certain officers and
11 of the Securities Act, in each case by making materially false or misleading statements related to the effectiveness of the Company's pricing algorithm. The plaintiffs al
20(a) of the Exchange Act and Section 15 of the Securities Act,

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respectively, which provide for control person liability. The complaint asserts claims on behalf of all persons and entities that purchased, or otherwise acquired, Company
November 3, 2022 or pursuant to offering documents issued in connection with our business combination with SCH and the secondary public offering conducted by the C
class certification, an award of unspecified compensatory damages, an award of interest and reasonable costs and expenses, including attorneys' fees and expert fees, a
just and proper. The defendants filed motions to dismiss on June 30, 2023, which are the court granted on February 27, 2024 without prejudice. On March 13, 2024, the p
certain portions of the court's order dismissing the complaint, which is pending before the court. We continue to believe that the allegations in the complaint are without m
in the matter.

On March 1, 2023 and March 15, 2023, shareholder derivative lawsuits were filed in the United States District Court for the District of Arizona, captioned *Carlson v. R*
Van Dorn v. Wu, et al. (Case No. 2:23-cv-00455-DMF), respectively, which were subsequently consolidated into a single action, captioned *Carlson v. Rice* (Case No. 2:23
the matter on June 22, 2023, and thereafter re-filed complaints in the Court of Chancery of the State of Delaware, captioned *Carlson v. Rice, et al.* (Case No. 2023-0642)
0643). The cases have been consolidated into a single action, captioned Opendoor Technologies Inc. Stockholder Derivative Litigation (Case No. 2023-0642). On June 2
in the United States District Court for the State District of Delaware, captioned *Juul v. Wu, et al.* (Case No. 1:23-cv-00705-UNA). The complaints in each matter are based
Opendoor Technologies Inc. Securities Litigation and name certain officers and directors of the Company as defendants. The defendants are alleged to have violated Sec
10b-5 and breached fiduciary duties. The plaintiffs seek to maintain the derivative actions on behalf of the Company, an award of unspecified compensatory damages, an
corporate governance and internal procedures, restitutionary relief, an award of interest and expenses, including attorneys' fees and expert fees, and other and further rel
derivative actions have been stayed pending further developments in *In re Opendoor Technologies Inc. Securities Litigation*.

On October 13, 2023, a shareholder derivative lawsuit was filed in the United States District Court for the District of Delaware, captioned *Woods, et al. v. Bain, et al*. (
based on facts and circumstances related to *In re Opendoor Technologies Inc. Securities Litigation*. The plaintiffs have brought claims against

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certain current and former directors and officers of the Company for breach of fiduciary duty, contribution under Sections 10(b) and 21D of the Exchange Act, SEC Rule 1
Act, and SEC Rule 14a-9 promulgated thereunder. The plaintiffs seek to maintain the derivative action on behalf of the Company, an award of unspecified compensatory
defendants to disgorge monies allegedly obtained from certain personal sales of Company stock, sale, equitable relief, an award of interest and expenses, including attor
relief as the court may deem just and proper. This derivative action has been stayed pending further developments in *In re Opendoor Technologies Inc. Securities Litigati*

On October 18, 2023, a shareholder derivative lawsuit was filed in the United States District Court for the District of Arizona, captioned *Gera v. Palihapitiya, et al*. (Ca
based on facts and circumstances related to *In re Opendoor Technologies Inc. Securities Litigation*, and names as defendants certain current and former officers and dire
The complaint alleges that the defendants violated Section 14(a) of the Exchange Act, and SEC Rule 14a-9 promulgated thereunder. The plaintiff seeks to maintain the de
award of unspecified compensatory damages, an order directing the Company to reform certain corporate governance and internal procedures, restitution, an award of co
expert fees, and other and further relief as the court may deem just and proper. The defendants filed motions to dismiss on February 8, 2024, which are pending before th

15. 14. RESTRUCTURING

On April 18, 2023, the Company announced a workforce reduction of approximately 560 employees, representing approximately 22% of our workforce at that time a
provided post-employment benefits to impacted employees for a total expense of approximately $10 million. The December 31, 2022 balance in restructuring liability is re
Company initiated in November 2022.

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Notes workforce reductions, impacting approximately 680 employees. The Company provided severance and other termination benefits (“Post-Employme

Financial Statements

(Tabular amounts in millions, except share and per share amounts, ratios, or as noted)

(Unaudited)

impacted employees.

The following table presents the activity of the restructuring liability as of September 30, 2023 March 31, 2024 (in millions):

Balance-December 31, 2022 2023	
Additions charged to expense	
Cash payments	
Balance-September 30, 2023 Balance- March 31, 2024	

16. 15. SUBSEQUENT EVENTS

The Company has evaluated the impact of events that have occurred subsequent to September 30, 2023 March 31, 2024, through the date the condensed consolida Based on this evaluation, other than as recorded or disclosed within these condensed consolidated financial statements and related notes, the Company has determined would require recognition or disclosure.

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Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis provides information that our management believes is relevant to an assessment and understanding of our condensed consoli condition. The discussion should be read together with the historical condensed consolidated financial statements and related notes that appear in this Quarterly Report o

This discussion may contain forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially statements as a result of various factors, including those set forth under “Forward-Looking Statements,” “Risk Factors” Factors,” or in other parts of this Quarterly Report c Factors” in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023 (the “Annual Report”).

Overview

Opendoor’s mission is to power life’s progress, one move at a time. Residential real estate is a trillion-dollar industry underpinned by a process that is complicated, ti all consumers deserve to buy, sell, and move between homes with simplicity and confidence, and we have dedicated almost a decade to delivering on this vision. We hav to become one of the largest buyers and sellers of homes in the United States. Since our founding, we have helped customers to buy or sell homes in over 240,000 253,0 to 53 50 markets across the country.

Financial Highlights and Operating Metrics

		Three Months Ended September 30,			Nine Months Ended September 30,
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		Three Months Ended March 31,			
(in millions, except percentages, homes purchased, homes sold, number of markets, and homes in inventory)					
(in millions, except percentages, homes purchased, homes sold, number of markets, and homes in inventory)					
(in millions, except percentages, homes purchased, homes sold, number of markets, and homes in inventory)	(in millions, except percentages, homes purchased, homes sold, number of markets, and homes in inventory)	2023	2022	Change	2023

Revenue	Revenue	$	980		$	3,361		$	(2,381)	$	6,076		$
Revenue													
Revenue													
Gross profit													
Gross profit													
Gross profit													
Gross margin													
Gross margin													
Gross margin													
Net loss													
Net loss													
Net loss													
Number of markets (at period end)													
Number of markets (at period end)													
Number of markets (at period end)													
Homes sold	Homes sold		2,687			8,520			(5,833)		16,344		
Gross profit (loss)		$	96		$	(425)		$	521	$	415		$
Gross Margin			9.8	%		(12.6)	%				6.8	%	
Net loss		$	(106)		$	(928)		$	822	$	(184)		$
Adjusted Net Loss		$	(75)		$	(328)		$	253	$	(681)		$
Homes sold													
Homes sold													
Homes purchased													
Homes purchased													
Homes purchased													
Homes in inventory (at period end)													
Homes in inventory (at period end)													
Homes in inventory (at period end)													
Inventory (at period end)													
Inventory (at period end)													
Inventory (at period end)													
Percentage of homes “on the market” for greater than 120 days (at period end)													
Percentage of homes “on the market” for greater than 120 days (at period end)													
Percentage of homes “on the market” for greater than 120 days (at period end)													
Non-GAAP Financial Highlights [1]													
Non-GAAP Financial Highlights [1]													
Non-GAAP Financial Highlights [1]													
Contribution Profit (Loss)													
Contribution Profit (Loss)													
Contribution Profit (Loss)	Contribution Profit (Loss)	$	43		$	(22)		$	65	$	(288)		$
Contribution Margin	Contribution Margin		4.4	%		(0.7)	%				(4.7)	%	
Contribution Margin													
Contribution Margin													
Adjusted EBITDA													

(Tabular amounts in millions, except share and per share data and ratios, or as noted)

Adjusted EBITDA														
Adjusted EBITDA	Adjusted EBITDA	$	(49)		$	(211)		$	162	$	(558)		$	
Adjusted EBITDA Margin	Adjusted EBITDA Margin		(5.0)	%		(6.3)	%				(9.2)	%		
Number of markets (at period end)				53			51		2			53		
Homes purchased			3,136			8,380			(5,244)		7,563			
Inventory (at period end)		$	1,311		$	6,093		$	(4,782)	$	1,311		$	
Homes in inventory (at period end)			4,007			16,873			(12,866)		4,007			
Adjusted EBITDA Margin														
Adjusted EBITDA Margin														
Adjusted Net Loss														
Adjusted Net Loss														
Adjusted Net Loss														

(1) See "*—Non-GAAP Financial Measures*" for further details and a reconciliation of such non-GAAP measures to their nearest comparable GAAP measures.

Current Housing Environment

In The U.S. economy continues to show steady growth, unemployment remains low and, while inflation has slowed from its peak, it remains above the first half of 202 on Federal Reserve's targeted 2% inflation rate. Since the back of historically low listing volumes that were approximately half the levels of 2014 to 2019. Against this back exceeded levels seen historically over the same time period. However, there continued to be uncertainty in how housing would perform for the remainder start of the year, additional Fed rate action and recession risk.

In July 2023, the Fed raised interest rates an additional 25 bps and 30-year fixed mortgage rates followed suit, reaching 8% in October 2023, their highest level in ov reported results for the three months ended June 30, 2023. The increase in rates further depressed buyer demand, amplifying the typical seasonal decline in market

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clearance rates. have climbed by approximately 50 basis points as recent economic data suggests that interest rate decreases are less imminent than previously expecte

In the first quarter of 2024, housing market transactions were at an annual rate of approximately 4 million, below the 10 year average of over 5 million annual transac homeowners locked into existing low-rate mortgages and home buyer affordability constraints. Against that backdrop, we have continued to observe balanced supply and short-term home prices.

We expect transaction volumes to gradually increase as mortgage rates eventually decline and demographic factors contribute to natural home turnover. In the slowi market clearance rates share through increased brand awareness and expansions across our partnership channels. We will impact our financial outlook for the balance of following three ways. First, as market clearance rates have slowed, we expect our pace of resales, and therefore revenue, will be reduced. Second, we expect to reduce h our clearance targets, which would flow through to revenue, gross profit, gross margin and contribution margin. Third, as a result of slower resale clearance rates, some s the third quarter of 2023 and will be a drag on overall margins when they sell through given their negative margin profile.

Given this macro environment, we are continuing setting spreads to operate with caution and discipline. We continue to drive operational efficiencies to make durable can deliver higher unit economics long term. against a range of macroeconomic outcomes in 2024.

Business Impact of COVID-19

While we believe we have adapted our operations to function effectively during the ongoing COVID-19 pandemic, our business remains sensitive to potential future c COVID-19 and its variants.

Factors Affecting our Business Performance

Market Penetration in Existing Markets

Residential real estate is one of the largest consumer markets in the United States, of which only approximately less than 1% of the estimated $1.9 $1.6 trillion of hon Given the fact that we operate in a highly fragmented industry and offer a differentiated value proposition to the traditional offline selling process, we believe there is signif existing cities. markets. By providing a consistent, high-quality and differentiated experience to our customers, we hope to continue to drive positive word-of-mouth awarer

We are steadily growing our reach via our partnership channels with homebuilders, agents, and online real estate platforms. We have relationships with the three larg and Realtor.com, which collectively reach millions of unique monthly visitors. We launched our new partnership agreement with Zillow, Inc. in early 2023, allowing home se offer directly from Opendoor, and creating an additional channel for us to drive brand awareness and acquire customers. As of September 30, 2023 March 31, 2024, our p quarter of 2023, we announced a new partnership agreement with eXp Realty, the largest independent real estate company in the world. At the end of February 2024, our

(Tabular amounts in millions, except share and per share data and ratios, or as noted)

Realty's agents to easily request an Opendoor cash offer on qualifying properties directly within their eXp dashboard to present alongside the option of a market listing for
incremental acquisitions, we expect this partnership to build our brand awareness within the agent community and serve as another avenue for sellers to learn about the b

A continued source of growth is re-engagement with our base of registered sellers, meaning sellers that have received an offer from Opendoor but have not yet sold sent millions of offers and, while not everyone is ready to act when they request an offer, we treat everyone as a potential future seller. We have substantially improved pe over the last two years and believe that our registered customer base will continue to be an important source of home acquisition volumes.

Market Footprint

The following table represents the number of markets we operated in as of the periods presented:

		September 30,	June 30,	March 31,	Year Ended December 31,					
		March 31,								
		March 31,								
		March 31,								Y
(in whole numbers)	(in whole numbers)	2023	2023	2023	2022	2021	2020	(in whole numbers)	2024	2023
Number of markets (at period end)	Number of markets (at period end)	53	53	53	53	44	21	Number of markets (at period end)	50	50

Due to the deteriorating macro environment in 2022 and 2023, we slowed down our new market expansion plans.

We view the first year of a market launch as an investment period during which we refine plans and are focused on expanding our pricing models, renovation strategi underwriting performance for purchase cohorts share in new markets improve approximately one year after initial launch. However, given our "risk-off" stance and our redu markets will grow slower than prior cohorts. existing markets.

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Adjacent Services

We believe home sellers and buyers value simplicity and certainty. To that end, we are building an online, integrated suite of home services, which currently includes brokerage services.

Our success with title insurance and escrow services helps validate our view that customers prefer an online, integrated experience. We will continue to evaluate nev expect to invest in additional adjacent products and services over time with the expectation that these adjacent services will continue to improve our unit economics and C

Unit Economics

We view Contribution Margin as a key measure of unit economic performance. Contribution Margin is a non-GAAP financial measure. See "—*Non-GAAP Financial M* of Contribution Margin to Gross Margin. Our long-term financial performance depends, in part, on continuing to maintain and expand unit margins through the following ini

- Optimization and enhancements of our pricing engine engine;
- Platform efficiency improvements through greater automation and self-service self-service;
- Incremental attach of services, which supplement the core transaction margin profile profile; and
- Expansion of our listing and marketplace product offering, offerings, which will reduce our inventory exposure and capital intensity, and eliminate the holding and s the home home.

Inventory Management

Effectively managing our overall inventory position and balancing growth, margin, and risk are critical to our financial performance. Since our inception, we have prior across our home acquisition processes and our forecasting and resale systems, and will continue to do so. As part of our overall risk management framework, we conside exposures. We typically seek to maximize the resale margin performance of our inventory in the context of managing overall risk and inventory health through monitoring aging.

Our performance in the first nine months of 2023 reflects the sharp transition in the housing market from peak levels earlier in 2022 to lower transaction velocity aging typical seasonal trends. Given these macroeconomic pressures, we have been focused on managing for overall inventory health and risk, particularly on homes that we a 2022 and prior ("old book"). As part of that focus, we have continued to will adjust down listed prices on our inventory when appropriate to stay in-line with market sell-thro

September 30, 2023, we had $82 million of old book homes in inventory, down 68% from $254 million at June 30, 2023 and 98% from $3.5 billion at December 31, 2022. pace via higher adjust the spreads embedded in our offers to respond to current market conditions, both at a macro and lower marketing investment. Margins local level. (home valuation at time of offer less the Opendoor service fee of 5%.)

Real estate inventory is reviewed for valuation adjustments on acquisitions arising from offers made in a quarterly basis. If the second half carrying amount for a give inventory valuation adjustment is recorded to cost of 2022 onward have, as of September 30, 2023, exceeded our expectations at an acquisition cohort level. revenue an realizable value. Inventory valuation adjustments are not offset by any expected gains and are not reversed or adjusted should the expected net realizable value subseq gross margins and contribution margins on those acquisition cohorts once fully sold through and we expect to resume a higher acquisition pace as the housing market sta

Related primarily to the sharp transition in the housing market, we recorded inventory valuation adjustments of $737 million during the year ended December 31, 20 than the back half of 2022 and a lack of supply of new listings has helped to stabilize home prices. As such, inventory valuation adjustments recorded year to date in 202 $17 $7 million and $54 $23 million during the three and nine months ended September 30, 2023 March 31, 2024 and March 31, 2023, respectively. See "*Part II – Item 7. M* *Financial Condition and Results of Operations – Critical Accounting Policies and Estimates – Real Estate Inventory*" in our Annual Report on Form 10-K for the year ende

As one key measure of inventory management performance, we evaluate our portfolio metrics relative to the broader market (as observed on the multiple listing serv of homes "on the market" for greater than 120 days as measured from initial listing date. As of September 30, 2023 March 31, 2024, such homes represented 12% 15% o broader market when filtered for the types of homes we are able to underwrite and acquire in a given market based on characteristics such as price range, home type, ho refer to as our "buybox").

Inventory Financing

Our business model is working capital intensive and inventory financing is a key enabler of our growth. We primarily rely on our access to non-recourse asset-backe debt facilities and asset-backed

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Inventory Financing

Our business model is working capital intensive and inventory financing is a key enabler of our growth. We primarily rely on our access to non-recourse asset-backe debt facilities and asset-backed mezzanine term debt facilities, to finance our home acquisitions. See "*—Liquidity and Capital Resources — Debt and Financing Arrange*

Seasonality

The residential real estate market is seasonal, with greater demand and home price appreciation from home buyers in the spring and summer, and typically weaker late fall and winter. In general, we expect our financial results and working capital requirements to reflect seasonal variations over time. However, other factors, including macroeconomic conditions, such as rising inflation and interest rate increases as recently observed, have obscured the impact of seasonality in our historical financials a

Non-GAAP Financial Measures

In addition to our results of operations below, we report certain financial measures that are not required by, or presented in accordance with, U.S. generally accepted

These measures have limitations as analytical tools when assessing our operating performance and should not be considered in isolation or as a substitute for GAA loss. We may calculate or present our non-GAAP financial measures differently than other companies who report measures with similar titles and, as a result, the non-GA comparable with those of companies in our industry or in other industries.

Adjusted Gross Profit (Loss) and Contribution Profit (Loss)

To provide investors with additional information regarding our margins and return on inventory acquired, we have included Adjusted Gross Profit (Loss) and Contribu measures. We believe that Adjusted Gross Profit (Loss) and Contribution Profit (Loss) are useful financial measures for investors as they are supplemental measures use economics and our operating performance. Each of these measures is intended to present the economics related to homes sold during a given period. We do so by inclu adjacent services) in the period and only the expenses that are directly attributable to such home sales, even if such expenses were recognized in prior periods, and excl inventory as of the end of the period. Contribution Profit (Loss) provides investors a measure to assess Opendoor's ability to generate returns on homes sold during a rep costs, renovation and repair costs, holding costs and selling costs.

Adjusted Gross Profit (Loss) and Contribution Profit (Loss) are supplemental measures of our operating performance and have limitations as analytical tools. For exa recorded in prior periods under GAAP and exclude, in connection with homes held in inventory at the end of the period, costs required to be recorded under GAAP in the should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP. We include a reconciliation of these measures to the most dire is gross profit (loss). profit.

Adjusted Gross Profit (Loss) / Margin

We calculate Adjusted Gross Profit (Loss) as gross profit (loss) under GAAP adjusted for (1) inventory valuation adjustment in the current period, and (2) inventory v valuation adjustment in the current period is calculated by adding back the inventory valuation adjustments recorded during the period on homes that remain in inventory prior periods is calculated by subtracting the inventory valuation adjustments recorded in prior periods on homes sold in the current period. We define Adjusted Gross Ma a percentage of revenue.

We view this metric as an important measure of business performance as it captures gross margin performance isolated to homes sold in a given period and provide Adjusted Gross Profit (Loss) helps management assess home pricing, service fees and renovation performance for a specific resale cohort.

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Contribution Profit (Loss) / Margin

We calculate Contribution Profit (Loss) as Adjusted Gross Profit (Loss), minus certain costs incurred on homes sold during the current period including: (1) holding co costs incurred in prior periods, and (3) direct selling costs. The composition of our holding costs is described in the footnotes to the reconciliation table below. Contribution a percentage of revenue.

We view this metric as an important measure of business performance as it captures the unit level performance isolated to homes sold in a given period and provides Contribution Profit (Loss) helps management assess inflows and outflows directly associated with a specific resale cohort.

The following table presents a reconciliation of our Adjusted Gross Profit (Loss) and Contribution Profit (Loss) to our gross profit, (loss), which is the most directly cor indicated:

Three Months Ended
September 30,

Three Months Ended
March 31,
Three Months Ended
March 31,
Three Months Ended
March 31,

(in millions, except percentages)	**(in millions, except percentages)**		**2023**		**2022**		**2023**
Gross profit (loss) (GAAP)		$	**96**	$	**(425)**	$	**415**

(in millions, except percentages)
(in millions, except percentages)
Revenue (GAAP)
Revenue (GAAP)
Revenue (GAAP)
Gross profit (GAAP)
Gross profit (GAAP)
Gross profit (GAAP)
Gross Margin
Gross Margin

Gross Margin	*Gross Margin*	9.8	%	(12.6)	%	6.8	
Adjustments:	Adjustments:						

Adjustments:
Adjustments:

Inventory valuation adjustment – Current Period(1)(2)	Inventory valuation adjustment – Current Period(1)(2)	17	573	24

Inventory valuation adjustment – Current Period(1)(2)
Inventory valuation adjustment – Current Period(1)(2)

Inventory valuation adjustment – Prior Periods(1)(3)
Inventory valuation adjustment – Prior Periods(1)(3)

Inventory valuation adjustment – Prior Periods(1)(3)	(29)	(38)	(450)
Adjusted Gross Profit (Loss)	**$ 84**	**$ 110**	**$ (11)**

Adjusted Gross Profit (Loss)
Adjusted Gross Profit (Loss)
Adjusted Gross Margin
Adjusted Gross Margin

Adjusted Gross Margin	8.6 %	3.3 %	(0.2)
Adjustments:			

Adjustments:
Adjustments:
Direct selling costs(4)
Direct selling costs(4)

Direct selling costs(4)	(28)	(100)	(171)
Holding costs on sales – Current Period(5)(6)	(4)	(14)	(41)

Holding costs on sales – Current Period(5)(6)
Holding costs on sales – Current Period(5)(6)
Holding costs on sales – Prior Periods(5)(7)
Holding costs on sales – Prior Periods(5)(7)

Holding costs on sales – Prior Periods(5)(7)	(9)	(18)	(65)
Contribution Profit (Loss)	**$ 43**	**$ (22)**	**$ (288)**

Contribution Profit (Loss)
Contribution Profit (Loss)
Contribution Margin
Contribution Margin

Contribution Margin	4.4 %	(0.7) %	(4.7)

(1) Inventory valuation adjustment includes adjustments to record real estate inventory at the lower of its carrying amount or its net realizable value.

(2) Inventory valuation adjustment — Current Period is the inventory valuation adjustments recorded during the period presented associated with homes that remain in inv

(3) Inventory valuation adjustment — Prior Periods is the inventory valuation adjustments recorded in prior periods associated with homes that sold in the period presente

(4) Represents selling costs incurred related to homes sold in the relevant period. This primarily includes broker commissions, external title and escrow-related fees and t

(5) Holding costs include mainly property taxes, insurance, utilities, homeowners association dues, cleaning and maintenance costs. Holding costs are included in Sales, Consolidated Statements of Operations.

(6) Represents holding costs incurred in the period presented on homes sold in the period presented.

(7) Represents holding costs incurred in prior periods on homes sold in the period presented.

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Adjusted Net Loss and Adjusted EBITDA

We also present Adjusted Net Loss and Adjusted EBITDA, which are non-GAAP financial measures that management uses to assess our underlying financial perfor used by investors and analysts to compare the underlying performance of companies in our industry. We believe these measures provide investors with meaningful perioc performance, adjusted for certain charges that are non-recurring, non-cash, not directly related to our revenue-generating operations, not aligned to related revenue, or nc in frequency and amount.

Adjusted Net Loss and Adjusted EBITDA are supplemental measures of our operating performance and have important limitations. For example, these measures ex recorded under GAAP. These measures also include inventory valuation adjustments that were recorded in prior periods under GAAP and exclude, in connection with hor inventory valuation adjustments required to be recorded under GAAP in the same period. These measures could differ substantially from similarly titled measures present companies in other industries. Accordingly, these measures should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP. We the most directly comparable GAAP financial measure, which is net loss.

Adjusted Net Loss

We calculate Adjusted Net Loss as GAAP net loss adjusted to exclude non-cash expenses of stock-based compensation, equity securities fair value adjustment, and expenses that are not directly related to our revenue-generating operations such as restructuring and legal contingency accruals. It excludes (gain) loss on extinguishmen incurred as a result of decisions made by management to repay portions of our outstanding credit facilities and the 0.25% convertible senior notes due in 2026 (the "2026 of ongoing operating results and vary in frequency and amount. Adjusted Net Loss also aligns the timing of inventory valuation adjustments recorded under GAAP to the p order to improve the comparability of this measure to our non-GAAP financial measures of unit economics, as described above. Our calculation of Adjusted Net Loss does GAAP adjustments because our taxes and such tax effects have not been material to date.

Adjusted EBITDA / Margin

We calculated Adjusted EBITDA as Adjusted Net Loss adjusted for depreciation and amortization, property financing and other interest expense, interest income, an supplemental performance measure that our management uses to assess our operating performance and the operating leverage in our business. Adjusted EBITDA Marg revenue.

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The following table presents a reconciliation of our Adjusted Net Loss and Adjusted EBITDA to our net loss, which is the most directly comparable GAAP measure, fo

			Three Months Ended September 30,				
			Three Months Ended March 31,				
			Three Months Ended March 31,				
			Three Months Ended March 31,				
(in millions, except percentages)	(in millions, except percentages)		2023		2022		2023
(in millions, except percentages)							
(in millions, except percentages)							
Revenue (GAAP)							
Revenue (GAAP)							
Revenue (GAAP)							
Net loss (GAAP)							
Net loss (GAAP)							
Net loss (GAAP)	**Net loss (GAAP)**	**$**	**(106)**	**$**	**(928)**	**$**	**(184)**
Adjustments:	Adjustments:						
Adjustments:							
Adjustments:							
Stock-based compensation	Stock-based compensation		31		52		94
Stock-based compensation							

Stock-based compensation				
Equity securities fair value adjustment(1)				
Equity securities fair value adjustment(1)				
Equity securities fair value adjustment(1)	Equity securities fair value adjustment(1)	11	11	4
Intangibles amortization expense(2)	Intangibles amortization expense(2)	2	2	5
Intangibles amortization expense(2)				
Intangibles amortization expense(2)				
Inventory valuation adjustment – Current Period(3)(4)	Inventory valuation adjustment – Current Period(3)(4)	17	573	24
Inventory valuation adjustment — Prior Periods(3)(5)		(29)	(38)	(450)
Restructuring(6)		—	—	10
Inventory valuation adjustment – Current Period(3)(4)				
Inventory valuation adjustment – Current Period(3)(4)				
Inventory valuation adjustment – Prior Periods(3)(5)				
Inventory valuation adjustment – Prior Periods(3)(5)				
Inventory valuation adjustment – Prior Periods(3)(5)				
Gain on extinguishment of debt	Gain on extinguishment of debt	—	—	(182)
Legal contingency accrual and related expenses		—	—	—
Other(7)		(1)	—	(2)
Gain on extinguishment of debt				
Gain on extinguishment of debt				
Other(6)				
Other(6)				
Other(6)				
Adjusted Net Loss				
Adjusted Net Loss				
Adjusted Net Loss	**Adjusted Net Loss**	**$ (75)**	**$ (328)**	**$ (681)**
Adjustments:	Adjustments:			
Adjustments:				
Adjustments:				
Depreciation and amortization, excluding amortization of intangibles	Depreciation and amortization, excluding amortization of intangibles	9	8	30
Property financing(8)		38	102	142
Other interest expense(9)		9	13	32
Interest income(10)		(30)	(7)	(82)
Income tax expense		—	1	1
Depreciation and amortization, excluding amortization of intangibles				
Depreciation and amortization, excluding amortization of intangibles				
Property financing(7)				
Property financing(7)				
Property financing(7)				
Other interest expense(8)				
Other interest expense(8)				
Other interest expense(8)				
Interest income(9)				

Interest income(9)

Interest income(9)

Adjusted EBITDA

Adjusted EBITDA

Adjusted EBITDA	**Adjusted EBITDA**	**$**	**(49)**		**$**	**(211)**		**$**	**(558)**
Adjusted EBITDA Margin	*Adjusted EBITDA Margin*		(5.0)	%		(6.3)	%		(9.2)

Adjusted EBITDA Margin

Adjusted EBITDA Margin

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(1) Represents the gains and losses on certain financial instruments, which are marked to fair value at the end of each period.

(2) Represents amortization of acquisition-related intangible assets. The acquired intangible assets have useful lives ranging from 1 to 5 years and amortization is expect

(3) Inventory valuation adjustment includes adjustments to record real estate inventory at the lower of its carrying amount or its net realizable value.

(4) Inventory valuation adjustment — Current Period is the inventory valuation adjustments recorded during the period presented associated with homes that remain in inv

(5) Inventory valuation adjustment — Prior Periods is the inventory valuation adjustments recorded in prior periods associated with homes that sold in the period presente

(6) Restructuring costs consist primarily of severance and employee termination benefits related to the Company's April 2023 workforce reduction.

(7) Includes primarily gain or loss on the sale of available for sale securities, sublease income, gain or loss on the disposal of property and equipment, and income from e termination. investments.

(8) (7) Includes interest expense on our non-recourse asset-backed debt facilities.

(9) (8) Includes amortization of debt issuance costs and loan origination fees, commitment fees, unused fees, other interest related costs on our asset-backed debt facilitie convertible senior notes outstanding, and interest expense on other secured borrowings. Notes outstanding.

(10) (9) Consists mainly of interest earned on cash, cash equivalents, restricted cash and marketable securities.

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Components of Our Results of Operations

Revenue

We generate the majority of our revenue from the sale of homes that we previously acquired from homeowners. In addition, we generate revenue from additional ser buyers, which consists primarily of title insurance and escrow services and brokerage services.

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Home sales revenue from selling residential real estate is recognized when title to and possession of the property has transferred to the buyer and we have no contir generally the close of escrow. The amount of revenue recognized for each home sale is equal to the sale price of the home net of any concessions.

Cost of Revenue

Cost of revenue includes the property purchase price, acquisition costs, and direct costs to renovate or repair the home. These costs are accumulated in real estate charged to cost of revenue under the specific identification method when the property is sold. Real estate inventory is reviewed for valuation adjustments at least quarterly expected to be recovered, an inventory valuation adjustment is recorded to cost of revenue and the home's carrying value is adjusted to its net realizable value. Additiona revenue, cost of revenue consists of any costs incurred in delivering the service, including associated headcount expenses such as salaries, benefits, and stock-based co

Operating Expenses

Sales, Marketing and Operations Expense

Sales, marketing and operations expense consists primarily of broker commissions (paid to the home buyers' real estate agents and third-party listing agents, if appli to real estate inventory including utilities, property taxes and maintenance, and expenses associated with product marketing, promotions and brand-building. Sales, marke headcount expenses in support of sales, marketing, and real estate operations such as salaries, benefits and stock-based compensation.

General and Administrative Expense

General and administrative expense consists primarily of headcount expenses, including salaries, benefits and stock-based compensation for our executive, finance, personnel, third-party professional services fees and rent expense.

Technology and Development Expense

Technology and development expense consists primarily of headcount expenses, including salaries, benefits and stock-based compensation for employees in the de operation of our mobile applications, websites, tools, applications, and mobile apps that support our products. Technology and development expense also includes amorti and third-party software and hosting costs.

Restructuring Expense

Restructuring expense consists primarily of severance and other termination benefits for employees whose roles have been eliminated.

Gain on Extinguishment of Debt

Gain on extinguishment of debt is primarily related to the Company's partial repurchase of the 2026 Notes at a discount net of unamortized deferred costs associated debt also includes any gains or losses recognized in conjunction with the termination of debt facilities, partial debt extinguishments, and unamortized deferred costs assoc *Financial Statements – Notes to Condensed Consolidated Financial*

Statements – Note 5. Credit Facilities and Long-Term Debt—Convertible Senior Notes for additional information regarding the 2026 Notes.

Interest Expense

Interest expense consists primarily of interest paid or payable and the amortization of debt discounts and debt issuance costs. Interest expense varies period over pe volumes and changes in the floating benchmark interest rates ("Benchmark Rates"), based on a London Interbank Offered Rate ("LIBOR") or the secured overnight financ which impact the interest incurred on our senior revolving credit facilities (see "— *Liquidity and Capital Resources — Debt and Financing Arrangements*").

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We expect our overall interest expense to increase as inventory increases. Subject to market conditions and cost of capital trade-offs, we will evaluate opportunities t which may allow us to diversify our mix of financing sources to include more cost-effective financing relative to our higher cost mezzanine term debt facilities.

Other Income (Loss) — Net

Other income (loss) – net consists primarily of interest income on our Cash and Restricted cash balances and from our investment in money market funds, time depo fair value of, and dividend income from, our investment in equity securities.

Income Tax Expense

We record income taxes using the asset and liability method. Under this method, deferred income tax assets and liabilities are recorded based on the estimated futu statement and income tax basis of existing assets and liabilities. These differences are measured using the enacted statutory tax rates that are expected to apply to taxab expected to reverse. We recognize the effect on deferred income taxes of a change in tax rates in income in the period that includes the enactment date.

We record a valuation allowance to reduce our deferred tax assets and liabilities to the net amount that we believe is more likely than not to be realized. We consider negative, including historical levels of income, expectations and risks associated with estimates of future taxable income and ongoing tax planning strategies in assessing

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Results of Operations

The following table sets forth our results of operations for each of the periods presented:

		Three Months Ended September 30,		Change in						
		Three Months Ended March 31,								
		Three Months Ended March 31,								
		Three Months Ended March 31,								
(in thousands, except percentages)	(in thousands, except percentages)	2023	2022	$	%	(in thousands, except percentages)	2024		2023	
Revenue	Revenue	$ 980	$3,361	$(2,381)	(71)%	Revenue	$ 1,181	$	$ 3,120	$
Cost of revenue	Cost of revenue	884	3,786	(2,902)	(77)%	Cost of revenue	1,067	2,950	2,950	(1,883)
Gross profit (loss)		96	(425)	521	N/M					
Gross profit						Gross profit		114		170
Operating expenses:	Operating expenses:									
Sales, marketing and operations										
Sales, marketing and operations										
Sales, marketing and operations	Sales, marketing and operations	85	260	(175)	(67)%		113	188	188	(75)
General and administrative	General and administrative	48	85	(37)	(44)%	General and administrative	47	66	66	(19)
Technology and development	Technology and development	42	40	2	5 %	Technology and development	41	40	40	1
Total operating expenses	Total operating expenses	175	385	(210)	(55)%					
Total operating expenses										
Total operating expenses								201		294
Loss from operations	Loss from operations	(79)	(810)	731	(90)%	Loss from operations	(87)	(124)	(124)	37
Gain on extinguishment of debt										
Gain on extinguishment of debt										
Gain on extinguishment of debt								—		78
Interest expense	Interest expense	(47)	(115)	68	(59)%	Interest expense	(37)	(74)	(74)	37
Other income (loss)-net		20	(2)	22	N/M					
Other income-net						Other income-net		15		19
Loss before income taxes	Loss before income taxes	(106)	(927)	821	(89)%	Loss before income taxes	(109)	(101)	(101)	(8)

Income tax expense	Income tax expense	—	(1)	1	N/M	Income tax expense	—	—	—	—	—
Net loss	Net loss	$(106)	$ (928)	$ 822	(89)%	Net loss	$ (109)	$	$ (101)	$	$

N/M - Not meaningful.

	Nine Months Ended September 30,		
(in thousands, except percentages)	2023	2022	
Revenue	$ 6,076	$ 12,710	$
Cost of revenue	5,661	12,114	
Gross profit	415	596	
Operating expenses:			
Sales, marketing and operations	397	812	
General and administrative	158	323	
Technology and development	121	121	
Restructuring	10	—	
Total operating expenses	686	1,256	
Loss from operations	(271)	(660)	
Gain on extinguishment of debt	182	—	
Interest expense	(174)	(272)	
Other income (loss)-net	80	(20)	
Loss before income taxes	(183)	(952)	
Income tax expense	(1)	(2)	
Net loss	$ (184)	$ (954)	$

N/M - Not meaningful.

Revenue

Revenue decreased by $2.4 $1.9 billion, or 71% 62%, for the three months ended September 30, 2023 March 31, 2024 compared to the three months ended Septem revenue was primarily attributable to lower sales volumes as well as lower revenue per home in the third first quarter of 2023. 2024. We sold 2,687 3,078 homes during the 31, 2024, compared to 8,520 8,274 homes during the three months ended September 30, 2022 March 31, 2023, representing a decrease of 68% 63%. Revenue per home same periods. The decrease in sales volumes was a result of the proactive reduction of our inventory acquisition pace beginning in the third quarter of 2022 via higher spr marketing investment in reaction to volatility in the U.S. housing market. The decrease in revenue per home sold was primarily attributed to a slowdown in home price app

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Revenue decreased by $6.6 billion, or 52%, for via higher spreads embedded in our offers and lower marketing investment in reaction to volatility in the nine months ende Company entered 2024 with 5,326 homes in inventory as compared to 12,788 homes in inventory at the nine months ended September 30, 2022. The decrease in revenu volumes as well as lower revenue per home sold. We sold 16,344 homes during the nine months ended September 30, 2023, compared to 31,671 homes during the nine 2023, representing a 58% decrease of 48% and revenue per home sold decreased 7% between the same periods. The decrease in sales volumes and revenue per home in inventory acquisition pacing and HPA discussed above. homes available for resale.

Cost of Revenue and Gross Profit (Loss)

Cost of revenue decreased by $2.9 $1.9 billion, or 77% 64%, for the three months ended September 30, 2023 March 31, 2024 compared to the three months ended $ decrease in cost of revenue was primarily attributable to lower sales volumes and a 14% 3% decrease in cost of revenue per home, excluding valuation adjustments on ho slowdown in inventory acquisition pacing and HPA as discussed above. In addition, the decrease in cost of revenue is attributable to a decrease in inventory valuation adju which were $17 $7 million for the three months ended September 30, 2023 March 31, 2024 compared to $573 $23 million for the three months ended September 30, 2022 valuation adjustments reflects the relative home price stabilization experienced in 2023 as well as higher spreads embedded in our home acquisition offers.

Cost of revenue decreased by $6.5 billion, or 53%, for the nine months ended September 30, 2023 compared to the nine months ended September 30, 2022. The de attributable to lower sales volumes and a 5% decrease in cost of revenue per home, excluding valuation adjustments on homes in inventory at period end, due to the slow discussed above. In addition, the decrease in cost of revenue is attributable to a decrease in inventory valuation adjustments on homes in inventory at period end, which v September 30, 2023 compared to $620 million the nine months ended September 30, 2022. The decrease in inventory valuation adjustments reflects the relative home pr higher spreads embedded in our home acquisition offers.

Gross profit (loss) increased decreased from $(425) $170 million to $96 $114 million and gross margin increased from (12.6)% 5.4% to 9.8% 9.7% for the three month and September 30, 2023 March 31, 2024, respectively. For the same periods, Adjusted Gross Margin increased from 3.3% (3.3)% to 8.6% 8.8% and Contribution Margin i increase in gross margin, Adjusted Gross Margin and Contribution Margin reflects the relative home price stabilization experienced in 2023 as well as higher spreads emb the homes composing the July through September 2023 resale cohort. third quarter of 2022. The increase in gross profit is also attributable to a decrease in inventory valu period end, which were $17 million $7 million for the three months ended September 30, 2023 March 31, 2024 compared to $573 million $23 million for the three months e Contribution Margin and Adjusted Gross Margin are non-GAAP financial measures. See "— *Non-GAAP Financial Measures*."

Gross profit decreased from $596 million to $415 million for further details and gross margin increased from 4.7% to 6.8% for the nine months ended September 30, decrease in gross profit is attributable to lower sales volumes as discussed above as well as the strong margins realized during the nine months ended September 30, 20 U.S. housing market in the first half reconciliation of 2022. The increase in gross margin for the nine months ended September 30, 2023 compared to the nine months enc $620 million in inventory valuation adjustments recorded during the nine months ended September 30, 2022 to reduce homes in inventory such non-GAAP measures to th downturn in the U.S. housing market, beginning primarily in the second half of 2022. Adjusted Gross Margin, which aligns the timing of inventory valuation adjustments to from 9.3% to (0.2)% for the nine months ended September 30, 2022 and September 30, 2023, respectively. The decrease in Adjusted Gross Margin reflects the downturn conditions at the time of resale to be weaker than we believed they would be at the time of pricing our inventory acquisitions. In addition, we prioritized risk management a margin performance in order to clear the old book inventory, which composed a majority of the resale cohort for the nine months ended September 30, 2022. Contribution nine months ended September 30, 2022 and September 30, 2023, respectively, due to the reasons noted above as well as increased holding costs due to longer average comparable GAAP measures.*Non-GAAP Financial Measures*."

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Operating Expenses

Sales, Marketing and Operations. Sales, marketing and operations decreased by $175 $75 million, or 67% 40%, for the three months ended September 30, 2023 Ma ended September 30, 2022 March 31, 2023. The decrease was primarily attributable to a $72 $51 million decrease in resale transaction costs and broker commissions, cc during the same period. Property holding costs decreased by $47 million $13 million, consistent with decreased inventory levels compared to the three months ended Sep expense decreased $29 million, from $45 million for the three months ended September 30, 2022 to $16 million for the three months ended September 30, 2023 as we de markets. In addition, for the same period, headcount expenses, including salaries and benefits, and contingent labor expenses decreased $22 million $11 million, which w April 2023 workforce reductions and a reduction in contingent labor.

Sales, marketing and operations decreased by $415 million, or 51%, for the nine months ended September 30, 2023 compared to the nine months ended Septembe attributable to a $165 million decrease labor in resale transaction costs and broker commissions, consistent with the 52% decrease in revenue during the same period. Pro consistent with decreased inventory levels compared to the nine months ended September 30, 2022. 2023. Advertising expense decreased $114 million, from $172 remai months ended September 30, 2022 to $58 million for the nine months ended September 30, 2023 as we decreased marketing in both existing March 31, 2023 and new m including salaries and benefits, and contingent labor expenses decreased $46 million, which was largely attributable to the November 2022 and April 2023 workforce redu 31, 2024.

General and Administrative. General and administrative decreased by $37 $19 million, or 44% 29%, for the three months ended September 30, 2023 March 31, 2024 30, 2022 March 31, 2023. The decrease was mainly attributable to a $23 an $11 million reduction decrease in stock-based compensation, which was primarily related to th units ("RSUs"), including performance-based awards. In addition, headcount Headcount expenses, including salaries and benefits, decreased $6 million, which was largel 2023 workforce reductions.

General and administrative decreased by $165 $2 million, or 51%, for the nine months ended September 30, 2023 compared to the nine months ended September 3 a $85 million reduction in stock-based compensation, which was primarily related attributable to the forfeiture of certain executive RSUs, including performance-based awa the Company recorded depreciation expense decreased $2 million due to a $45 million legal contingency accrual decrease in fixed asset additions and an increase in fully ended September 30, 2022 for the Federal Trade Commission matter, which was settled in October 2022, as previously disclosed in our Annual Report. In addition, headc decreased $10 million, which was largely attributable to the November 2022 and April 2023 workforce reductions. 2023.

Technology and Development. Technology and development changed by a nominal amount for the three and nine months ended September 30, 2023 March 31, 202 September 30, 2022 March 31, 2023.

Restructuring. Restructuring increased by $10 million, for the nine months ended September 30, 2023 compared to the nine months ended September 30, 2022. Res Company's April 2023 reduction of approximately 22% of our workforce or 560 employees.

Gain on Extinguishment of Debt

Gain on extinguishment of debt increased decreased by $182 $78 million, or 100%, for the nine three months ended September 30, 2023 March 31, 2024 compared t 2022 March 31, 2023. The gain on extinguishment of debt during the three months ended March 31, 2023 resulted from the Company's partial repurchase of its 2026 Note unamortized deferred costs associated with the 2026 Notes, partially offset by expenses related to partial debt extinguishments during the nine months ended September

Interest Expense

Interest expense decreased by $68 million, or 59%, for the three months ended September 30, 2023 compared to the three months ended September 30, 2022. The
significant decrease in average balances in our non-recourse asset-backed debt. extinguishments.

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Interest Expense

Interest expense decreased by $98 million $37 million, or 36% 50%, for the nine three months ended September 30, 2023 March 31, 2024 compared to the nine three
2023. The decrease was primarily attributable to a significant decrease in average balances in our non-recourse asset-backed debt as well as a reduction in the our weigh
facilities as a result of a partial repayment of our outstanding mezzanine debt. debt and repayment of all floating-rate senior revolving credit facilities.

Other Income (Loss) — Net

Other income (loss) – net increased to $20 million from $(2) million decreased by $4 million, or 21%, for the three months ended September 30, 2023 March 31, 2024
September 30, 2022 March 31, 2023. The increase is decrease was primarily related attributable to a $23 million increase change in fair value adjustments on marketable s
increase a reduction in interest rates.

Other income (loss) – net increased to $80 million from $(20) million for the nine months ended September 30, 2023 compared to the nine months ended September
$69 million increase in interest income due to an increase in interest rates average cash, cash equivalents and a $1 million unrealized gain versus a $35 million unrealized
nine months ended September 30, 2023 and September 30, 2022, respectively. restricted cash balances.

Income Tax Expense

Income tax expense changed by a nominal amount for the three and nine months ended September 30, 2023 March 31, 2024 compared to the three and nine month

Liquidity and Capital Resources

Overview

Our principal sources of liquidity have historically consisted of cash generated from our operations and from financing activities. As of September 30, 2023 March 31,
$1.2 billion, $953 million, restricted cash of $1.2 billion, $333 million, and marketable securities of $72 $37 million. The decline in our cash, cash equivalents and marketabl
compared to December 31, 2022 December 31, 2023 resulted primarily from a combination of operating losses and the partial repurchase of our 2026 Notes, offset by ca
levels. losses. The increase decrease in our restricted cash balance of $570 $208 million as compared to December 31, 2022 December 31, 2023 was primarily a result of
via higher spreads embedded $114 million increase in our offers and lower marketing investment, resulting in greater restricted cash available for the future acquisition of
principal payments on non-recourse asset-backed debt.

As of September 30, 2023 March 31, 2024, the Company had total outstanding balances on our asset-backed debt of $2.4 $2.1 billion and aggregate principal outsta
$510 $381 million. In addition, we had undrawn borrowing capacity of $6.1 $6.0 billion under our non-recourse asset-backed debt facilities (as described further below), of

In March 2023 and May 2023, we During the year ended December 31, 2023, the Company entered into separate, privately negotiated transactions to repurchase a
("Repurchased 2026 Notes"). We repurchased approximately $189 $597 million and $279 million, respectively, in aggregate principal amount of our 2026 Notes as further
Statements – Notes to Condensed Consolidated Financial Statements – Note 5. Credit Facilities and Long-Term Debt – Convertible Senior Notes" in this Quarterly Report
we may, from time to time, repurchase additional outstanding debt securities in the open market, in privately negotiated transactions, by tender offer, by exchange transac
be upon such terms and at such prices as we may determine, and will depend on prevailing market conditions, our liquidity and other factors and may be commenced or s
and total consideration paid may be material.

We have incurred losses from inception through March 31, 2024, with the exception of net income during the three months ended March 31, 2022 and three months
additional losses in the future. Our ability to service our debt and fund working capital, business operations and capital expenditures will depend on our ability to generate
our future operating success, and ability to obtain inventory acquisition financing on reasonable terms, which is subject to factors beyond our control, including potential e
and general economic, political and financial market conditions.

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Our working capital requirements may increase should our inventory balance increase over the remainder of the year. increase. We believe our cash, cash equivalen
we expect to generate from future operations and borrowings, will be sufficient to meet our working capital and capital expenditure requirements for a period of at least 12
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(Tabular amounts in millions, except share and per share data and ratios, or as noted)

Debt and Financing Arrangements

Our financing activities include: short-term borrowings under our asset-backed senior revolving credit facilities and, prior to the discontinuation of our mortgage origin financing; facilities; the issuance of long-term asset-backed senior term debt, asset-backed mezzanine term debt, and convertible debt; and new issuances of equity. Histo financing resources in order to fund growth, expansion into new markets and strategic initiatives and we expect this to continue in the future. Our access to capital market including economic conditions.

We primarily use non-recourse asset-backed debt, consisting of asset-backed senior debt facilities and asset-backed mezzanine term debt facilities, to provide finan renovations. Our business is capital intensive and maintaining adequate liquidity and capital resources is needed as we continue to scale and accumulate additional inver relationships with multiple financial institutions and seek to optimize duration, flexibility, efficiency and cost of funds, but there can be no assurance that we will be able to so on acceptable financial and other terms.

Our asset-backed facilities are each collateralized by a specified pool of assets, consisting of real estate inventory, restricted cash and equity interests in certain cons indirectly own our real estate inventory. The terms of our inventory financing facilities require an Opendoor subsidiary to comply with customary financial covenants, such net worth or leverage (ratio of debt to tangible net worth). As of September 30, 2023 March 31, 2024, the Company was in compliance with all financial covenants.

Our property financing subsidiaries' assets and credit generally are not available to satisfy the debts and other obligations of any other Opendoor entities. Our asset- our subsidiaries that are not party to the relevant financing arrangements, except for limited guarantees provided by an Opendoor subsidiary for certain obligations in situa and certain other limited circumstances.

Our asset-backed senior debt facilities generally provide for advance rates of 75% to 90% against our cost basis in the underlying properties upon acquisition. Our m 100% of our cost basis in the underlying properties upon acquisition. The maximum initial advance rates vary by facility and generally decrease on a fixed timeline that va property has been financed and other facility-specific adjustments, including adjustments based on collateral performance.

At times, we may be required to keep amounts in restricted cash accounts to collateralize our asset-backed term debt facilities if the property borrowing base is insuf requirements. These amounts may fluctuate due to seasonality, timing of property acquisitions and resales, and the outstanding loan balances under our asset-backed ter

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The following table summarizes certain details related to our non-recourse asset-backed debt and other secured borrowings as of September 30, 2023 March 31, 20

September 30, 2023	Borrowing Capacity	Outstanding Amount Current	Outstanding Amount Non-Current	Weighted Average Interest Rate	End of Revolving / Withdrawal Period	Final Maturity Date

Outstanding Amount

March 31, 2024

March 31, 2024

March 31, 2024	Borrowing Capacity	Current	Non-Current	Weighted Average Interest Rate
Non-Recourse Asset-backed Debt: Non-Recourse Asset-backed Debt:				
Asset-backed Senior Revolving Credit Facilities Asset-backed Senior Revolving Credit Facilities				
Asset-backed Senior Revolving Credit Facilities				
Asset-backed Senior Revolving Credit Facilities				
Revolving Facility 2018-2				

Revolving Facility 2018-2																	
Revolving Facility 2018-2	Revolving Facility 2018-2	$ 1,000	$ —	$ —	7.49	%	June 30, 2025	June 30, 2025		$1,000	$	$—	$	$—	—	—	%
Revolving Facility 2018-3	Revolving Facility 2018-3	1,000	—	—	6.82	%	September 29, 2026	September 29, 2026	Revolving Facility 2018-3	1,000	—	—	—	—	—		
Revolving Facility 2019-1	Revolving Facility 2019-1	300	—	—	7.34	%	August 15, 2025	August 15, 2025	Revolving Facility 2019-1	300	—	—	—	—	—		
Revolving Facility 2019-2	Revolving Facility 2019-2	650	—	—	6.83	%	October 6, 2023	October 6, 2023	Revolving Facility 2019-2	550	—	—	—	—	—		
Revolving Facility 2019-3	Revolving Facility 2019-3	925	—	—	—	%	April 5, 2024	April 4, 2025	Revolving Facility 2019-3	925	—	—	—	—	—		
Asset-backed Senior Term Debt Facilities	Asset-backed Senior Term Debt Facilities																
Asset-backed Senior Term Debt Facilities																	
Asset-backed Senior Term Debt Facilities																	
Term Debt Facility 2021-S1																	
Term Debt Facility 2021-S1																	
Term Debt Facility 2021-S1	Term Debt Facility 2021-S1	100	—	100	3.48	%	January 2, 2025	April 1, 2025		100	—	—	100	100	3.48	3.48	
Term Debt Facility 2021-S2	Term Debt Facility 2021-S2	400	—	300	3.20	%	September 10, 2025	March 10, 2026	Term Debt Facility 2021-S2	400	—	—	300	300	3.20	3.	
Term Debt Facility 2021-S3	Term Debt Facility 2021-S3	1,000	—	750	3.75	%	January 31, 2027	July 31, 2027	Term Debt Facility 2021-S3	1,000	—	—	750	750	3.75	3.	
Term Debt Facility 2022-S1	Term Debt Facility 2022-S1	250	—	250	4.07	%	March 1, 2025	September 1, 2025	Term Debt Facility 2022-S1	250	—	—	250	250	4.07	4.	
Total	Total	$ 5,625	$ —	$ 1,400													
Total																	
Total																	
Issuance Costs	Issuance Costs		—	(13)													
Issuance Costs																	
Issuance Costs																	
Carrying Value																	
Carrying Value																	
Carrying Value	Carrying Value		$ —	$ 1,387													
Asset-backed Mezzanine Term Debt Facilities	Asset-backed Mezzanine Term Debt Facilities																

(Tabular amounts in millions, except share and per share data and ratios, or as noted)

Asset-backed Mezzanine Term Debt Facilities

Asset-backed Mezzanine Term Debt Facilities

Term Debt Facility 2020-M1

Term Debt Facility 2020-M1

Term Debt Facility 2020-M1	Term Debt Facility 2020-M1	2,300	—	800	10.00 %	April 1, 2025	April 1, 2026		2,000	—	—	500	500	10.00	10.00	
Term Debt Facility 2022-M1	Term Debt Facility 2022-M1	500	—	150	10.00 %	September 15, 2025	September 15, 2026	Term Debt Facility 2022-M1	500	—	—	150	150	10.00	10.	
Total	Total	$ 2,800	$ —	$ 950												
Issuance Costs	Issuance Costs			(7)												
Issuance Costs																
Issuance Costs																
Carrying Value	Carrying Value			$ 943												
Carrying Value																
Carrying Value																
Total Non-Recourse Asset-backed Debt																
Total Non-Recourse Asset-backed Debt																
Total Non-Recourse Asset-backed Debt	Total Non-Recourse Asset-backed Debt	$ 8,425	$ —	$ 2,330												

Asset-backed Senior Revolving Credit Facilities

We classify the senior revolving credit facilities as current liabilities on our condensed consolidated balance sheets. In some cases, the borrowing capacity amounts u facilities as reflected in the table are not fully committed and any borrowings above the committed amounts are subject to the applicable lender's discretion. As of Septem borrowing capacity with respect to asset-backed senior revolving credit facilities of $650 $400 million.

The revolving period end dates and final maturity dates reflected in the table above are inclusive of any extensions that are at the sole discretion of the Company. Ce facilities also have additional extension options that are subject to lender approval that are not reflected in the table above. On October 3, 2023 April 4, 2024, the Compan Facility 2019-2, 2019-3, providing for $550 $100 million of borrowing capacity with a revolving period end date of October 3, 2025 April 4, 2025 and a final maturity date of of any extensions that are at the sole discretion of the Company.

Asset-backed Senior Term Debt Facilities

We classify our senior term debt facilities as non-current liabilities in our condensed consolidated balance sheets. The carrying value of the non-current liabilities is re some cases, the borrowing capacity amounts under the asset-backed senior term debt facilities as reflected in the table are not fully committed and any borrowings

above the committed amounts are subject to the applicable lender's discretion. As of September 30, 2023 March 31, 2024, we had committed borrowing capacity with res $1.4 billion.

The withdrawal period end dates and final maturity dates reflected in the table above are inclusive of any extensions that are at the sole discretion of the Company. C facilities also have additional extension options that are subject to lender approval that are not reflected in the table above.

Asset-backed Mezzanine Term Debt Facilities

In addition to the asset-backed senior revolving credit facilities and asset-backed senior term debt facilities, we have issued asset-backed mezzanine term debt facili facilities. The borrowing capacity amounts under the asset-backed mezzanine term debt facilities as reflected in the table are not fully committed and any borrowing above applicable lender's discretion. As of September 30, 2023 March 31, 2024, we had committed borrowing capacity with respect to asset-backed mezzanine term debt faciliti

Convertible Senior Notes

In August 2021, we issued the 2026 Notes with an aggregate principal amount of $978 million. The table below summarizes certain details related to our 2026 Notes 31, 2024, which includes certain repurchases:

September 30, 2023		Remaining Aggregate Principal Amount	Unamortized Debt Issuance Costs	Net Carrying Amount			
March 31, 2024					March 31, 2024	Remaining Aggregate Principal Amount	Unamortized Debt Issuance Co
2026 Notes	2026 Notes	$ 510	$ (8)	$ 502			

See "*Part I – Item 1. Financial Statements – Notes to Condensed Consolidated Financial Statements – Note 5. Credit Facilities and Long-Term Debt*" for additional ir arrangements.

Special Purpose Entities

The Company has established certain special purpose entities ("SPEs") for the purpose of financing the Company's purchase and renovation of real estate inventory Company is the primary beneficiary of the various variable interest entities ("VIE") within these financing structures and consolidates these VIEs. See "*Part I – Item 1. Fina Consolidated Financial Statements – Note 4. Variable Interest Entities*" for additional information regarding our VIEs.

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The following table summarizes the assets and liabilities related to the VIEs consolidated by the Company as well as the assets, liabilities and equity related to Open ("Parent Company") and subsidiaries that are not VIEs, as of September 30, 2023 March 31, 2024 (in millions):

		VIE	Non-VIE	Total		
		VIE			VIE	Non-VIE
CURRENT ASSETS:	CURRENT ASSETS:					
Cash and cash equivalents						
Cash and cash equivalents						
Cash and cash equivalents	Cash and cash equivalents	$ —	$1,154	$1,154		
Restricted cash	Restricted cash	1,203	21	1,224		
Marketable securities	Marketable securities	—	72	72		
Escrow receivable	Escrow receivable	11	—	11		
Real estate inventory						
Real estate inventory						
Real estate inventory	Real estate inventory	1,299	45	1,344		
Inventory valuation adjustment	Inventory valuation adjustment	(27)	(6)	(33)		
Real estate inventory, net	Real estate inventory, net	1,272	39	1,311		
Other current assets	Other current assets	13	34	47		

Total current assets	Total current assets		2,499	1,320	3,819
OTHER ASSETS	OTHER ASSETS	(1)	—	128	128
OTHER ASSETS					
OTHER ASSETS					
TOTAL ASSETS	TOTAL ASSETS		$ 2,499	$1,448	$3,947
CURRENT LIABILITIES:	CURRENT LIABILITIES:				
CURRENT LIABILITIES:					
CURRENT LIABILITIES:					
Other current liabilities					
Other current liabilities					
Other current liabilities	Other current liabilities	(2)	$ 26	$ 48	$ 74
Total current liabilities	Total current liabilities		26	48	74
Non-current asset-backed mezzanine term debt	Non-current asset-backed mezzanine term debt		943	—	943
Non-current asset-backed senior term debt	Non-current asset-backed senior term debt		1,387	—	1,387
CONVERTIBLE SENIOR NOTES	CONVERTIBLE SENIOR NOTES		—	502	502
CONVERTIBLE SENIOR NOTES					
CONVERTIBLE SENIOR NOTES					
LEASE LIABILITIES – Net of current portion	LEASE LIABILITIES – Net of current portion		—	20	20
OTHER LIABILITIES	OTHER LIABILITIES		—	1	1
TOTAL LIABILITIES	TOTAL LIABILITIES		$ 2,356	$ 571	$2,927
SHAREHOLDERS' EQUITY:	SHAREHOLDERS' EQUITY:		$ 143	$ 877	$1,020
SHAREHOLDERS' EQUITY:					
SHAREHOLDERS' EQUITY:					

(1) The Company's consolidated Other Assets include the following assets as shown in the Condensed Consolidated Balance Sheets: Property and Equipment - Net, $68 $27 $23 million; Goodwill, $4 million; Intangibles - Net, $7 $4 million; and Other Assets, $22 $23 million.

(2) The Company's consolidated Other Current Liabilities include the following liabilities as shown in the Condensed Consolidated Balance Sheets: Accounts Payable an Interest Payable, $1 million; and Lease Liabilities - Current, $6 $4 million.

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Cash Flows

The following table summarizes our cash flows for the periods presented:

(in millions)	
Net cash provided by (used in) operating activities	$

Net cash provided by investing activities	$
Net cash (used in) provided by financing activities	$
Net increase in cash, cash equivalents, and restricted cash	$

(in millions)	
Net cash (used in) provided by operating activities	$
Net cash provided by investing activities	$
Net cash used in financing activities	$
Net (decrease) increase in cash, cash equivalents, and restricted cash	$

Net Cash (Used in) Provided by (Used in) Operating Activities

Net cash (used in) provided by (used in) operating activities was $2.9 $(178) million and $2.2 billion and $(665) million for the nine three months ended September 30 respectively. For the nine three months ended September 30, 2023 March 31, 2024, cash used in operating activities was primarily driven by the $114 million increase in r cash items, of $49 million. For the three months ended March 31, 2023, cash provided by operating activities was primarily driven by the $3.1 $2.3 billion decrease in real net of non-cash items, of $153 million. For the nine months ended September 30, 2022, cash used in operating activities was primarily driven by the $663 million increase

Net Cash Provided by Investing Activities

Net cash provided by investing activities was $48 $22 million and $210 $30 million for the nine three months ended September 30, 2023 March 31, 2024 and 2022, 20 ended September 30, 2023 March 31, 2024, cash provided by investing activities primarily consisted of a net decrease in marketable securities of $75 $30 million, partially and equipment principally related to the capitalization of internally developed software. For the nine three months ended September 30, 2022 March 31, 2023, cash provid net decrease in marketable securities of $265 $38 million, partially offset by $19 million for strategic investments in certain privately held companies and a $33 an $8 millio

Net Cash (Used in) Provided by Used in Financing Activities

Net cash (used in) provided by used in financing activities was $(2.3) $98 million and $1.3 billion and $956 million for the nine three months ended September 30, 202 For the nine three months ended September 30, 2023 March 31, 2024, cash used in financing activities was primarily attributable to $2.1 billion net $100 million principal p well as $270 million related to the partial repurchase of the 2026 Notes. debt. For the nine three months ended September 30, 2022 March 31, 2023, cash provided by fina $981 million $1.2 billion net proceeds principal payments on non-recourse asset-backed debt.

Contractual Obligations and Commitments

There have been no material changes outside the ordinary course of business in our commitments under contractual obligations as previously disclosed in our Annu December 31, 2022 December 31, 2023, except for the

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categories of contractual obligations included in the table below, which have been updated to reflect our contractual obligations as of September 30, 2023 March 31, 2024

			Payment Due by Year		
			Payment Due by Year		
			Payment Due by Year		
(in millions)					
(in millions)					
(in millions)					
			Payment Due by Year		
(in thousands)		Total	Less than 1 year	1 – 3 years	4 – 5 years
Senior and mezzanine term debt facilities(1)					
Senior and mezzanine term debt facilities(1)					
Senior and mezzanine term debt facilities(1)	Senior and mezzanine term debt facilities(1)	$ 2,751	$ 146	$ 1,831	$ 77
Convertible senior notes(2)	Convertible senior notes(2)	514	1	513	—

Convertible senior notes(2)									
Convertible senior notes(2)									
Operating lease(3)									
Operating lease(3)									
Operating lease(3)	Operating lease(3)		37		9		10		9
Purchase commitments(4)	Purchase commitments(4)		578		578		—		—
Purchase commitments(4)									
Purchase commitments(4)									
Total									
Total									
Total	Total	$	3,880	$	734	$	2,354	$	78

(1) Represents the principal amounts outstanding as of September 30, 2023 March 31, 2024 and estimated interest payments assuming the principal balances remain ou of the senior and mezzanine term debt facilities vary, as discussed above.

(2) Represents the principal amounts outstanding as of September 30, 2023 March 31, 2024 and interest payments assuming the principal balances remain outstanding

(3) Represents future payments for long-term operating leases that have commenced, or have been executed but not yet commenced, as of September 30, 2023. In May Arizona office lease to partially terminate the Company's obligation with respect to a portion of the leased premises, which resulted in a decrease of undiscounted, fut 2024.

(4) As of September 30, 2023 March 31, 2024, we were under contract to purchase 1,661 2,611 homes for an aggregate purchase price of $578 $906 million.

Critical Accounting Policies and Estimates

Discussion and analysis of our financial condition and results of operations are based on our financial statements, which have been prepared in accordance with GA requires us to make estimates and judgments that affect the reported amounts of assets and liabilities and related disclosure of contingent assets and liabilities, revenue, statements. Generally, we base our estimates on historical experience and on various other assumptions in accordance with GAAP that we believe to be reasonable unde from these estimates under different assumptions or conditions.

We consider an accounting judgment, estimate or assumption to be critical when (1) the estimate or assumption is complex in nature or requires a high degree of jud estimates and assumptions could have a material impact on the condensed consolidated financial statements. Based on this definition, critical accounting policies and est *Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Estimates*" in the Annual Report on Form 10-K 2022 December 31, 2023. There have been no significant changes to these critical accounting estimates during the first nine three months of 2023. 2024. In addition, we h that are described in "*Part I – Item 1. Financial Statements – Notes to Condensed Consolidated Financial Statements – Note 1. Description of Business and Accounting P*

Recent Accounting Pronouncements

For information on recent accounting standards, see "*Part I – Item 1. Financial Statements – Notes to Condensed Consolidated Financial Statements – Note 1. Desc*

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Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to market risks in the ordinary course of our business. These risks primarily consist of fluctuations in interest rates and exposures exposure to inflati

Interest Rate Risk

We are subject to market risk by way of changes in interest rates on borrowings under our inventory financing facilities. As of September 30, 2023 March 31, 2024, th our asset-backed debt and other secured borrowings of $2.4 $2.1 billion, 100% of which was fixed rate with an average duration of 2.8 2.4 years. Total fixed interest exper 30, 2023 March 31, 2024 was $142 million, of which $123 million was fixed and $19 million was floating. $32 million. As of September 30, 2023 we had no March 31, 2024 outstanding borrowings with interest were at a fixed rate and did not utilize floating benchmark reference rates. As of December 31, 2022 Accordingly, we had outstanding that a one percentage point increase in applicable benchmark rates would not have resulted in an impact on our annual interest expense.

In future periods, we may draw upon our Asset-backed Senior Revolving Credit Facilities that bear interest at floating benchmark reference rates based on the secur applicable margin. Accordingly, fluctuations in market interest rates may increase or decrease our interest expense. We may use interest rate cap derivatives, interest rate instruments to economically hedge and manage interest rate risk with respect to our variable floating rate debt. Many of our floating rate debt facilities also had benchmarl outstanding borrowings on our credit facilities, we estimate that a one percentage point increase in the applicable Benchmark Rates would have increased our annual inte December 31, 2022.

Inflation Risk

We believe the inflation experienced in 2022 and 2023, which is still ongoing, has impacted the cost of goods and services that we consume, such as labor and mate offset these impacts in our business through appropriately considering them in our pricing and operational models. However, if our costs were to become subject to signifi not be able to fully offset such higher costs by adjusting our operational model or our pricing methodology. Our inability to do so could harm our business, results of opera

In addition, in response to ongoing inflationary pressures in the U.S., the Federal Reserve has implemented a number of increases to the federal funds rate since 20 *Discussion and Analysis of Financial Condition and Results of Operations – Current Housing Environment*" for a discussion of the impact of the increased federal funds ra

Item 4. Controls and Procedures.

Inherent Limitations on Effectiveness of Controls

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and op of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that r evaluating the benefits of possible controls and procedures relative to their costs.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Interim Chief Financial Officer, evaluated the effectiveness of our disclosure controls and p 15d-15(e) under the Exchange Act), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on the evaluation, our Chief Executive Officer and Company's disclosure controls and procedures are effective at the reasonable assurance level as of September 30, 2023 March 31, 2024.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting in connection with the evaluation required by Rules 13a-15(d) and 15d-15(d) of the Exchange A September 30, 2023 March 31, 2024 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

On October 7, 2022 and November 22, 2022, purported securities class action lawsuits were filed in the United States District Court for the District of Arizona, captio (Case No. 2:22-cv-01717-JFM) ("Alich") and *Oakland County Voluntary Employee's Beneficiary Association, et al. v. Opendoor Technologies Inc., et al.* (Case No. 2:22-cv The lawsuits were consolidated into a single action, captioned *In re Opendoor Technologies Inc. Securities Litigation* (Case No. 2:22-CV-01717-MTL). The consolidated a Company, Social Capital Hedosophia Holdings Corp. II (SCH"), certain of the Company's current and former officers and directors and the underwriters of a securities offe complaint alleges that the Company and certain officers violated Section 10(b) of the Exchange Act and SEC Rule 10b-5, and that the Company, SCH, certain officers and 11 of the Securities Act, in each case information required by making materially false or misleading statements related this Item 1 is incorporated herein by reference to th algorithm. The plaintiffs also allege that certain defendants violated Section 20(a) of the Exchange Act and Section 15 of the Securities Act, respectively, which provide fo claims on behalf of all persons and entities that purchased, or otherwise acquired, Company common stock between December 21, 2020 and November 3, 2022 or pursu with our business combination with SCH and the secondary public offering conducted by the Company in February 2021. The plaintiffs seek class certification, an award o of interest and reasonable costs and expenses, including attorneys' fees and expert fees, and other and further relief as the court may deem just and proper. The defenda which are pending before the court. We believe that the allegations in the complaint are without merit and we intend to vigorously defend ourselves in the matter.

On March 1, 2023 and March 15, 2023, shareholder derivative lawsuits were filed in the United States District Court for the District of Arizona, captioned *Carlson v. R* *Van Dorn v. Wu, et al.* (Case No. 2:23-cv-00455-DMF), respectively, which were subsequently consolidated into a single action, captioned *Carlson v. Rice* (Case No. 2:23 the matter on June 22, 2023, and thereafter re-filed complaints in the Court of Chancery of the State of Delaware, captioned *Carlson v. Rice, et al.* (Case No. 2023-0642) 0643).The cases have been consolidated into a single action, captioned Opendoor Technologies Inc. Stockholder Derivative Litigation (Case No. 2023-0642). On June 29 in the United States District Court for the State of Delaware, captioned *Juul v. Wu, et al.* (Case No. 1:23-cv-00705-UNA). The complaints in each matter are based on the *Technologies Inc. Securities Litigation* and name certain officers and directors of the Company as defendants. The defendants are alleged to have violated Section 10(b) c breached fiduciary duties. The plaintiffs seek to maintain the derivative actions on behalf of the Company, an award of unspecified compensatory damages, an order direc governance and internal procedures, restitutionary relief, an award of interest and expenses, including attorneys' fees and expert fees, and other and further relief as the c actions have been stayed pending further developments discussion in *In re Opendoor Technologies Inc. Securities Litigation* *Part I – Item 1. Financial Statements – Notes Statements – Note 13. Commitments and Contingencies – Legal Matters*.

On October 13, 2023, a shareholder derivative lawsuit was filed in the United States District Court for the District of Delaware, captioned *Woods, et al. v. Bain, et al*. (based on facts and circumstances related to *In re Opendoor Technologies Inc. Securities Litigation*. The plaintiffs have brought claims against certain current and former c breaches of fiduciary duty, contribution under Sections 10(b) and 21D of the Exchange Act, and violations of Section 14(a) of the Exchange Act and SEC Rule 14a-9 prom maintain the derivative action on behalf of the Company, an award of unspecified compensatory damages, an order directing one of the defendants to disgorge monies all Company stock, equitable relief, an award of interest and expenses, including attorneys' fees and expert fees, and other and further relief as the court may deem just and

On October 18, 2023, a shareholder derivative lawsuit was filed in the United States District Court for the District of Arizona, captioned *Gera v. Palihapitiya, et al*. (Ca based on facts and circumstances related to *In re Opendoor Technologies Inc. Securities Litigation*, and names as defendants certain current and former officers and dire The complaint alleges that the defendants violated Section 14(a) of the Exchange Act and SEC Rule 14a-9 promulgated thereunder. The plaintiff seeks to maintain the de

award of unspecified compensatory damages, an order directing the Company to reform certain corporate governance and internal procedures, restitution, an award of co
expert fees, and other and further relief as the court may deem just and proper.

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In addition to the foregoing, legal matters referenced above, we are currently and have in the past been subject to legal proceedings and regulatory actions in the ord
that the ultimate liability, if any, arising out of any such matters will have a material effect on our financial condition, results of operations or cash flows. In the future, we ma
regulatory actions in the ordinary course of business and we cannot predict whether any such proceeding or matter will have a material effect on our financial condition, re

Item 1A. Risk Factors.

In the course of conducting our business operations, we are exposed to a variety of risks. You should carefully consider the risks described below, the risks describe
Annual Report on Form 10-K for the year ended December 31, 2023 (the "Annual Report"), as well as the other information in this Quarterly Report on Form 10-Q, includi
"Item 2. Management's Discussion and Analysis of Financial Condition and Result of Operations," before deciding whether to invest in our common stock. Any of the risk f
Factors," in our Annual Report or in subsequent periodic reports, have affected or could materially and adversely affect our business, financial condition, results of operati
of our common stock could decline, possibly significantly or permanently, if one or more of these risks and uncertainties occurs. Certain statements in "Risk Factors" are fo
Looking Statements."

There have been no material changes to the Company's risk factors since the Annual Report.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Securities Trading Arrangements of Directors and Executive Officers

Rule 10b5-1 Trading Plans

The following table describes contracts, instructions or written plans for the sale or purchase of our securities that was intended to satisfy the affirmative defense con
1 trading arrangement" by our directors or executive officers during the three-month period ended September 30, 2023.

			Trading Arrangement		
	Action	**Date**	**Rule 10b5-1 (1)**	**Non-Rule 10b5-1 (2)**	**Max**
Sydney Schaub (Chief Legal Officer)	Adopt	8/11/2023	X		

(1) Intended to satisfy the affirmative defense of Rule 10b5-1(c)

(2) Not intended to satisfy the affirmative defense of Rule 10b5-1(c)

(3) This number includes up to 1,041,363 shares of common stock subject to RSUs previously granted to Ms. Schaub (the "RSU Shares") that vest at various dates betw
2024. The aggregate number of RSU Shares that will be available for sale under the Plan is not yet determinable because the shares available will be net of shares s
in connection with the vesting and settlement of such RSU awards. As such, for purposes of this disclosure, the shares included in this table reflect the aggregate ma

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shares underlying Ms. Schaub's RSUs without excluding the shares that will be sold to satisfy the tax withholding obligations.

Item 6. Exhibits.

The following is a list of exhibits filed as part of this Quarterly Report on Form 10-Q.

Exhibit No.	**Description**	**Form**	**File No.**	**Ex**

2.1	Agreement and Plan of Merger, dated as of September 15, 2020, by and among Social Capital Hedosophia Corp. II, Hestia Merger Sub Inc. and Opendoor Labs Inc.	8-K	001-39253	2.
3.1	Certificate of Incorporation of Opendoor Technologies Inc.	8-K	001-39253	3.
3.2	Amended and Restated Bylaws of Opendoor Technologies Inc.	8-K	001-39253	3.
4.1	Specimen Common Stock Certificate of Opendoor Technologies Inc.	S-4/A	333-249302	4.5
4.2	Warrant Agreement, dated July 28, 2022, between Opendoor Technologies Inc. and Zillow, Inc.	8-K	001-39253	99
10.1 #	Opendoor Technologies Inc. Non-Employee Director Compensation Policy (as amended May 23, 2023)			
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002			
31.2	Certification of Interim Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002			
32.1	Certification of Chief Executive Officer and Interim Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002			
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data file because its XBRL tags are embedded within the Inline XBRL document.			
101.SCH	Inline XBRL Taxonomy Extension Schema Document.			
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.			
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.			
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.			
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.			
104	Cover Page Interactive Data File (as formatted as Inline XBRL and contained in Exhibit 101)			

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OPENDOOR TECHNOLOGIES INC.

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104	Cover Page Interactive Data File (as formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.
** Furnished herewith.
\# Indicates management contract or compensatory plan.

OPENDOOR TECHNOLOGIES INC.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly aut

OPENDOOR TECHNOLOGIES INC.

Date:	November May 02, 2023 2024	By:	/s/ Carrie Wheeler
		Name:	Carrie Wheeler
		Title:	*Chief Executive Officer*
			(Principal Executive Offi
Date:	May 02, 2024	By:	/s/ Christina Schwartz
		Name:	Christina Schwartz
		Title:	*Interim Chief Financial O*
			(Principal Financial and A

OPENDOOR TECHNOLOGIES INC. EXECUTIVE SEVERANCE PLAN

The purpose of this Opendoor Technologies Inc. Executive Severance Plan (the "Plan") is to encourage employees of Opendoor Techno the "Company") and its subsidiaries to remain in the employ of the Employer (defined below) by providing, among other things, severance pr their employment is terminated under the circumstances described in this Plan.

SECTION 1. DEFINITIONS. As hereinafter used:

1.1 "Affiliate" means, with respect to any individual or entity, any other individual or entity who, directly or indirectly through controlled by or is under common control with, such individual or entity. For purposes of this definition, "control," when used with respect to a direct the management and policies of such person or entity, directly or indirectly, whether through ownership of voting securities, by contract and "controlled" have meanings correlative to the foregoing.

1.2 "Base Salary" means a Participant's annual base salary at the rate in effect on the Severance Date (disregarding any d constitutes a Good Reason event).

1.3 "Board" means the Board of Directors of the Company.

1.4 "Bonus" means the Participant's target annual performance-based cash bonus for the fiscal year in which the Severance agreement between the Participant and the Employer or the Company, or in any written bonus plan, program or arrangement approved by Participant is eligible for an annual performance-based cash bonus for such fiscal year in which the Severance Date occurs that is payabl

targets over both a semi-annual performance period and an annual performance period, then the "Bonus" shall mean the Participan
performance period.

1.5 "Cause" with respect to a Participant shall have the meaning set forth in such Participant's offer letter agreement, emp with the Employer, or, in the absence of such agreement, or if such agreement does not have a definition of "Cause," shall mean: (A) the constitutes a felony or any crime involving dishonesty or moral turpitude, (B) the Participant's engaging in any act of fraud or embezzlement, the Company, or any other act of material dishonesty against the Company or any of its Affiliates, (C) any material breach by the Participant c agreement or similar agreement with the Employer, or of the Employee Confidential Information and Invention Assignment Agreement or sin policy of the Company and, if curable, the

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Participant's failure to cure such breach within 30 days after receiving written notice thereof; (D) the willful and continued failure by the Participant's duties to the Company (other than any such failure resulting from the Participant's incapacity due to physical or mental illne performance is delivered by the Company that identifies with reasonable specificity the manner in which the Company believes the Partici Participant's duties, which is not cured within 30 days after notice of such failure has been given to the Participant by the Company; (E) misconduct or gross neglect (including any conduct that is in violation of the written employee workplace policies of the Company) that is reputation or otherwise; or (F) any other intentional act causing material damage to the Company's business, property or reputation.

1.6 "Change in Control" shall have the meaning given to such term in the Company's 2020 Incentive Award Plan. Notwi Control constitutes a payment event with respect to any amount which constitutes or provides for the deferral of compensation and is subject with respect to such amount must also constitute a "change in control event," as defined in Treasury Regulation Section 1.409A-3(i)(5) to the

1.7 "CIC Qualifying Termination" means (i) a termination by a Participant of the Participant's employment with the Employer the Employer of a Participant's employment without Cause, in either case, that occurs within 3 months prior to or on or within 12 months follov

1.8 "CIC Severance Period" means a period commencing on the Participant's Severance Date and ending (i) in the case of Severance Date, and (ii) in the case of any Tier 2 Executive, 12 months from the Severance Date.

1.9 "COBRA" means the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended.

1.10 "Code" means the Internal Revenue Code of 1986, as amended.

1.11 "Committee" means the Compensation Committee of the Board.

1.12 "Company" means Opendoor Technologies Inc. and any successors thereto and, where the context requires, its subsidia

1.13 "Company Equity Plans" means, collectively, the Opendoor Labs Inc. 2014 Stock Plan, the Company 2020 Incentive Aw the Company 2022 Inducement Award Plan.

1.14 "Effective Date" shall mean February 26, 2024.

1.15 "Employer" means, with respect to a Participant, the Company, or applicable Affiliate of the Company that employs the P

1.16 "ERISA" means the Employee Retirement Income Security Act of 1974, as amended.

1.17 "Good Reason" with respect to a Participant, shall have the meaning set forth in such Participant's offer letter agree agreement with the Employer, or, in the absence of such agreement, or if such agreement does not have a definition of "Good Reason," mea events without the Participant's written consent: (a) a reduction by the Company or its successor of more than 20% in the Participant's reduction is in connection with and proportional to reductions to the base salary reductions of other executives of the Company; (b) a m responsibilities, duties or authority (provided that a mere change in title to an employment position that is substantially similar to the prior e material reduction in job responsibilities, duty or authority); or (c) a change in the geographic location of the Participant's principal place of e miles from the Participant's current principal place of employment. Notwithstanding the foregoing, Good Reason shall not exist unless, withi circumstance that the Participant believes in good faith to constitute Good Reason, the Participant delivers written notice to the Com circumstance the Participant believes in good faith constitutes Good Reason, the Company shall have failed to cure any claimed event of Go days after receipt of such notice, and the Participant must actually terminate the Participant's employment no later than 30 days following the

1.18 "Non-CIC Qualifying Termination" means (i) a termination by a Participant of the Participant's employment with the Emplo by the Employer of a Participant's employment without Cause, in either case, that does not occur within 3 months prior to or on or within 12 m

1.19 "Partial Acceleration Period" means a period commencing on the Severance Date and ending, (i) in the case of an Severance Date, and (ii) in the case of any Tier 2 Executive, 6 months from the Severance Date, or, if the Participant has been employed wi 12 months from the Severance Date.

1.20 "Participant" shall mean the executives of the Company at an employment level of E3 or above designated by the Com "Tier 1 Executive" or "Tier 2 Executive" and who have executed and returned to the Committee the Notice of Participation in the form attached

1.21 "Plan" means the Opendoor Technologies Executive Severance Plan, as set forth herein, as it may be amended from tin

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1.22 "Pro-Rata Bonus" means an amount equal to (a) the Bonus multiplied by a fraction, the numerator of which is the numb Severance Date occurs that the Participant was employed by the Employer and the denominator of which is 365, less (b) if the Participant is cash bonus for such fiscal year in which the Severance Date occurs that is payable based on achievement of performance targets over bot an annual performance period, the amount of any bonus previously paid to the Participant for any completed semi-annual performance period

1.23 "Qualifying Termination" means either (i) a CIC Qualifying Termination or (ii) a Non-CIC Qualifying Termination.

1.24 "Severance Date" means the date on which a Participant's Qualifying Termination is effective.

1.25 "Severance Period" means a period commencing on the Participant's Severance Date and ending, (i) in the case of a Severance Date, and (ii) in the case of any Tier 2 Executive, 6 months from the Severance Date.

SECTION 2. SEVERANCE BENEFITS

2.1 Severance Upon a CIC Qualifying Termination. Subject to the provisions of Section 2.3 through Section 2.9, if a F Termination, the Participant shall be entitled to receive, in addition to any accrued salary and paid time off, the following payments and benefit

(a) Severance Payments. The Employer shall pay to the Participant an amount in cash determined as follows:

Tier 1 Executive: (i) 1.5 times the Participant's Base Salary and (ii) a Pro-Rata Bonus

Tier 2 Executive: (i) one times the Participant's Base Salary and (ii) a Pro-Rata Bonus

Any cash severance payable under this Section 2.1(a) shall be paid, subject to Section 2.5, in substantially equal installments over the CIC Se Employer's normal payroll practices, commencing on the first Employer payroll date on or following the 60th day following the Severance Date portion of the cash severance payments that would have otherwise been payable following the Severance Date and prior to such date of the f

(b) Health Benefits Continuation. If the Participant timely elects to receive continued medical, dental or vision covera group medical, dental or vision plans pursuant to COBRA, then the Employer shall directly pay, or reimburse the Participant for, the COBRA her covered dependents under such plans during the period commencing on the Participant's Severance Date and ending upon the earliest o

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last day of the CIC Severance Period, (Y) the date that the Participant and/or his or her covered dependents become no longer eligible fo become eligible to receive medical, dental or vision coverage, as applicable, from a subsequent employer. Notwithstanding the foregoing discretion that it cannot provide the foregoing benefit without potentially violating applicable law (including, without limitation, Section 27 incurring an excise tax, the Employer shall in lieu thereof provide to the Participant a taxable monthly payment in an amount equal to the mon would be required to pay to continue his or her and his or her covered dependents' group health coverage in effect on the Participant's Sever on the premium for the first month of COBRA coverage), which payments shall commence in the month following the month in which the I shall end on the earlier of (X) the last day of the CIC Severance Period, or (Y) the date the Participant become eligible to receive healthcare and

(c) Equity Acceleration. The Participant's then-outstanding equity awards granted under any of the Company Equ based vesting requirements shall become fully vested as of the Severance Date. For the avoidance of doubt, any equity awards that vest in of performance-vesting conditions shall be governed by the terms of the applicable equity award agreement. Nothing in this clause (c) shall vesting applicable to Participant's equity awards under the Company Equity Plans or the equity award agreements under which the equity awa

2.2 Severance Upon a Non-CIC Qualifying Termination. Subject to the provisions of Section 2.3 through Section 2.9, Qualifying Termination, the Participant shall be entitled to receive, in addition to any accrued salary and paid time off, the following payments a

(a) Severance Payments. The Employer shall pay to the Participant an amount in cash determined as follows:

Tier 1 Executive: one times the sum of Participant's (i) Base Salary plus (ii) Bonus

Tier 2 Executive: 0.5 times the Participant's Base Salary

Any cash severance payable under this Section 2.2(a) shall be paid, subject to Section 2.5, in substantially equal installments over the Severa Employer's normal payroll practices, commencing on the first Employer payroll date on or following the 60th day following the Severance Date portion of the cash severance payments that would have otherwise been payable following the Severance Date and prior to such date of the f

(b) Health Benefits Continuation. If the Participant timely elects to receive continued medical, dental or vision covera group medical, dental or vision plans pursuant to COBRA, then the Employer

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shall directly pay, or reimburse the Participant for, the COBRA premiums for the Participant and his or her covered dependents under such pla Participant's Severance Date and ending upon the earliest of (X) 12 months from the Severance Date, (Y) the date that the Participant and/o no longer eligible for COBRA or (Z) the date the Participant become eligible to receive medical, dental or vision coverage, as ap Notwithstanding the foregoing, if the Employer determines in its sole discretion that it cannot provide the foregoing benefit without poter without limitation, Section 2716 of the Public Health Service Act) or incurring an excise tax, the Employer shall in lieu thereof provide to the an amount equal to the monthly COBRA premium that the Participant would be required to pay to continue his or her and his or her covere effect on the Participant's Severance Date (which amount shall be based on the premium for the first month of COBRA coverage), which following the month in which the Severance Date occurs and shall end on the earlier of (X) 12 months from the Participant's Severance Dat eligible to receive healthcare coverage from a subsequent employer; and

(c) Equity Acceleration. The portion of the Participant's then-outstanding equity awards granted under any of the Com to time-based vesting requirements that would otherwise vest within the Partial Acceleration Period shall become fully vested as of the Seve any equity awards that vest in whole or in part based on the attainment of performance-vesting conditions shall be governed by the terms o Nothing in this clause (c) shall be construed to limit any more favorable vesting applicable to Participant's equity awards under the Co agreements under which the equity awards were granted.

2.3 Coordination with other Agreements. If a Participant is party to an offer letter agreement, employment agreement or s "Employment Agreement") and experiences a termination of employment that entitles such Participant to severance payments and/or bene Agreement, then such Participant shall receive severance payments and/or benefits pursuant the Employment Agreement and not pursuant t more favorable benefits to such Participant than the Employment Agreement, taken as a whole. In no case shall payments or benefits rece Agreement be duplicative.

2.4 No Mitigation. A Participant shall not be required to seek other employment or attempt in any way to reduce or mitig payable under the Plan.

2.5 Release. As a condition to a Participant's receipt of any amounts set forth in Section 2.1 or Section 2.2, the Partic revoking) to the Company a release of claims in favor of the Company on the Company's standard form of release of claims for executives (w

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restrictive covenants) (the "Release") on or before the 21st day following the Participant's receipt of the Release from the Company, which sh than 10 days following the Severance Date, or in the event that the Participant's Qualifying Termination is "in connection with an exit in program" (as such phrase is defined in the Age Discrimination in Employment Act of 1967, as amended), on or before the 45th day followin from the Company, as the case may be.

2.6 Restrictive Covenants. A Participant's right to receive and/or retain the severance payments and benefits payable under to the Participant's continued compliance with the Employee Confidential Information and Invention Assignment Agreement entered into with

2.7 Return of Company Property. A Participant's right to receive and/or retain the severance payments and benefits payabl Participant's return to the Employer of all Company documents (and all copies thereof) and other Company property (in each case, whethe Participant's possession or control.

2.8 Cooperation. By accepting the severance payments and benefits payable under the Plan, subject to the Participant's ot to be reasonably available to cooperate (but only truthfully) with the Employer and the Company and provide information as to matters which or has information on, during the Participant's employment with the Employer and which are or become the subject of litigation or other disput

2.9 Potential Reduction of Certain "Parachute Payments."

(a) Notwithstanding any other provisions of this Plan, in the event that any payment or benefit by the Company Participant, whether paid or payable or distributed or distributable pursuant to the terms of this Plan (all such payments and benefits, inc Section 2.2 of the Plan, being hereinafter referred to as the "Total Payments"), would be subject (in whole or in part) to the excise tax im "Excise Tax"), then the Total Payments shall be reduced (in the order provided in subsection (b) below) to the minimum extent necessary to the Total Payments, but only if (i) the net amount of such Total Payments, as so reduced (and after subtracting the net amount of federal, taxes on such reduced Total Payments and after taking into account the phase out of itemized deductions and personal exemptions attribut greater than or equal to (ii) the net amount of such Total Payments without such reduction (but after subtracting the net amount of federal, taxes on such Total Payments and the amount of the Excise Tax to which the Participant would be subject in respect of such unreduced Tota the phase out of itemized deductions and personal exemptions attributable to such unreduced Total Payments).

(b) The Total Payments shall be reduced in the following order: (i) reduction on a pro-rata basis of any cash severanc 409A, (ii) reduction on a pro-rata basis of any non-cash severance payments or benefits that are exempt from Section 409A, and (iii) reducti payable to the Participant on a pro-rata basis or such other manner that complies with Section 409A; provided, in case of clauses (ii) a attributable to the acceleration of vesting of Company equity awards shall be first applied to Company equity awards that would otherwise ves

(c) All determinations regarding the application of this Section 2.9 shall be made by an accounting firm or consult calculations regarding the applicability of Section 280G of the Code and the Excise Tax selected by the Company (the "Independent Adviso portion of the Total Payments shall be taken into account which, in the opinion of the Independent Advisors, (i) does not constitute a "pa Section 280G(b)(2) of the Code (including by reason of Section 280G(b)(4)(A) of the Code) or (ii) constitutes reasonable compensation f meaning of Section 280G(b)(4)(B) of the Code, in excess of the "base amount" (as defined in Section 280G(b)(3) of the Code) allocable to su of obtaining such determination and all related fees and expenses (including related fees and expenses incurred in any later audit) shall be bo

In the event it is later determined that a greater reduction in the Total Payments should have been made to implement th the excess amount shall be returned promptly by the Participant to the Company.

SECTION 3. PLAN ADMINISTRATION.

3.1 The Committee shall administer the Plan and may interpret the Plan, prescribe, amend and rescind rules and regula determinations necessary or advisable for the administration of the Plan, subject to all of the provisions of the Plan.

3.2 The Committee may delegate any of its duties hereunder to such person or persons from time to time as it may designate

3.3 The Committee is empowered to engage accountants, legal counsel and such other personnel as it deems necessary or of its duties under the Plan. The functions of any such persons engaged by the Committee shall be limited to the specified services and duti persons shall have no other duties, obligations or responsibilities under the Plan. Such persons shall exercise no discretionary authority management of the Plan. All reasonable expenses thereof shall be borne by the Company.

SECTION 4. PLAN MODIFICATION OR TERMINATION.

The Plan may be terminated or amended by the Committee at any time; provided, that during the 12-month period following a Change

not be terminated and (b) the Plan may not be amended if such amendment would in any manner be adverse to the interests of any P consents in writing to such amendment, as applied to such Participant. For the avoidance of doubt, (a) any action taken by the Participant to no longer be designated as a Participant or to decrease the benefits under the Plan for which a Participant is eligible, a within the 12-month period following a Change in Control shall be treated as an amendment to the Plan which is adverse to the interest

SECTION 5. NOTICES.

All notices or other communications required or permitted by this Plan will be made in writing and all such notices or communications when delivered or (unless otherwise specified) mailed by United States certified or registered mail, return receipt requested, postage pr

If to the Company: Opendoor Technologies Inc.
410 N. Scottsdale Road, Suite 1600
Tempe, AZ 85281
Attention: Chief Legal Officer

If to the Participant: The Participant's last known address as set forth in the
Company's records.

SECTION 6. GENERAL PROVISIONS.

6.1 Except as otherwise provided herein or by law, no right or interest of any Participant under the Plan shall be assignable directly or by operation of law or otherwise, including without limitation by execution, levy, garnishment, attachment, pledge or in any mann thereof shall be effective; and no right or interest of any Participant under the Plan shall be liable for, or subject to, any obligation or liability due under this Plan to a severed employee who is unable to care for his or her affairs, payment may be made directly to his or her legal guard

6.2 If any provision of this Plan shall be held invalid or unenforceable, such invalidity or unenforceability shall not affect a shall be construed and enforced as if such provisions had not been included.

6.3 This Plan shall inure to the benefit of and shall be binding upon the Company and its successors and assigns. Any s whether by purchase, lease, merger, consolidation, liquidation or otherwise) to all or substantially all of the Company's business and/o obligations of the Company under the Plan. This Plan shall inure to the benefit of and be binding upon the heirs, executors, administrators, su

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and in the event that the Participant shall die after the Severance Date but while any amount would still be payable to such Participant here live, all such amounts, unless otherwise provided herein, shall be paid in accordance with the terms of this Plan to the executor, persona Participant's estate.

6.4 The headings and captions herein are provided for reference and convenience only, shall not be considered part of the construction of the Plan.

6.5 The Plan shall not be required to be funded unless such funding is authorized by the Board. Regardless of whether the any right to, or interest in, any assets of any Company which may be applied by the Company to the payment of benefits or other rights under

6.6 This Plan shall be construed and enforced according to the laws of the State of Delaware to the extent not preempt control.

6.7 The Company and any of its Affiliates may deduct and withhold from any amounts payable under this Plan such federal, required to be withheld pursuant to any applicable law or regulation. All benefits hereunder shall be reduced by applicable withholding and sh as determined by the Committee.

6.8 The Plan, as a "severance pay arrangement" within the meaning of Section 3(2)(B)(i) of ERISA, is intended to be ex pension benefit plan" and "pension plan" set forth under section 3(2) of ERISA, and is intended to meet the descriptive requirements of a within the meaning of regulations published by the Secretary of Labor at Title 29, Code of Federal Regulations §2510.3-2(b).

6.9 WARN Act. Severance payments and benefits payable under the Plan are intended to satisfy, where applicable, any federal Worker Adjustment and Retraining Notification Act and any similar obligations that the Employer may have under any successor seve

6.10 Section 409A.

(a) The payments and benefits under this Plan are intended to comply with or be exempt from Section 409A of regulations and other interpretive guidance issued thereunder (together, "Section 409A") and, accordingly, to the maximum extent permitte compliance therewith. Notwithstanding any provision of this Plan to the contrary, the Committee may (without any obligation to do so or to ind (A) adopt such amendments to this Plan or adopt such other policies and procedures (including amendments, policies and procedures with necessary or appropriate to preserve the intended tax treatment of the

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benefits provided by this Plan or the economic benefits of this Plan and (B) take such other actions it determines to be necessary or app
hereunder from Section 409A or to comply with the requirements of Section 409A and thereby avoid the application of penalty taxes thereund

(b) Notwithstanding anything in this Plan to the contrary, any payments subject to Section 409A that are subject to may be executed and/or revoked in a calendar year following the calendar year in which the payment event (such as termination of emplo only in the calendar year in which the consideration period or, if applicable, release revocation period ends, as necessary to comply with Se deferred compensation subject to Section 409A to be made upon a termination of employment under this Plan may only be made upon th within the meaning of Section 409A ("Separation from Service").

(c) Notwithstanding any provision of this Plan to the contrary, if a Participant is deemed by the Company at the t Service to be a "specified employee" for purposes of Section 409A, to the extent delayed commencement of any portion of the benefits to w Plan is required in order to avoid a prohibited distribution under Section 409A, such portion of the Participant's benefits will not be provided the expiration of the six-month period measured from the date of the Participant's Separation from Service or (ii) the date of the Participant's the expiration of the applicable Section 409A period, all payments and benefits deferred pursuant to the preceding sentence will be paid Participant's estate), and any remaining payments due to the Participant under this Plan will be paid as otherwise provided herein.

(d) A Participant's right to receive any installment payments under this Plan shall be treated as a right to recei accordingly, each such installment payment shall at all times be considered a separate and distinct payment as permitted under Section 409A

APPENDIX A

FORM OF
NOTICE OF PARTICIPATION

Opendoor Technologies Inc.
410 N. Scottsdale Road, Suite 1600
Tempe, AZ 85281

[Name of Participant]
c/o Opendoor Technologies Inc.
410 N. Scottsdale Road, Suite 1600
Tempe, AZ 85281

Dear :

Reference is hereby made to the Opendoor Technologies Inc. Executive Severance Plan (the "Plan"). Any capitalized term used but no ascribed to such term in the Plan.

The purpose of this Notice of Participation is to inform you that effective as of [insert date], subject to the terms of the Plan, you are here Tier [1/2] Executive. [This Notice of Participation shall supersede and replace any prior Notice of Participation provided to you.]

Sincerely,

OPENDOOR TECHNOLOGIES INC.

By: ______________________________

Name:

Title:

ACCEPTED AND AGREED:

____

[Name of Participant]

Date:

A-1

Date:

PERFORMANCE RESTRICTED STOCK UNIT GRANT NOTICE

Opendoor Technologies Inc., a Delaware corporation (the "***Company***"), has granted to the participant listed below ("***Participant***") the Perform described in this Performance Restricted Stock Unit Grant Notice (this "***Grant Notice***"), subject to the terms and conditions of the Opendoor Technologies from time to time, the "***Plan***") and the Performance Restricted Stock Unit Agreement attached hereto as **Exhibit A** (the "***Agreement***"), both of which reference. Capitalized terms not specifically defined in this Grant Notice or the Agreement have the meanings given to them in the Plan.

Opendoor Technologies Inc.

Non-Employee Director Compensation Policy

Participant:

As Amended, May 23, 2023 **Grant Date:**

Target Number of PRSUs:

Vesting Commencement Date:

Vesting Schedule:

Each member of the Board of Directors (the "***Board***") of Opendoor Technologies Inc. ("***Opendoor***") who is a non-employee director of Opend ***Director***") will receive the compensation described in this Non-Employee Director Compensation Policy (this "***Policy***") for his or her Board service. This Po discretion of the Board or the Compensation Committee of the Board. A Non-Employee Director may decline all or any portion of his or her compensation the date cash is to be paid or equity awards are to be granted, as the case may be.

1. Annual Cash Compensation

1.1 **General**.Each Non-Employee Director will receive the cash compensation set forth below for service on the Board. The annual cash con quarterly installments, in arrears, promptly following the end of each quarter in which the service occurred, provided that the quarterly payment for each No portion of such calendar quarter actually served as a Non-Employee Director, or in such position, as applicable. All annual cash fees are vested upon payr

1.1.1 **Annual Board Service Retainer**

All Eligible Directors: $50,000
Non-executive Chair/Lead Independent Director (as applicable): $75,000 (in lieu of above)

1.1.2 **Annual Committee Member Service Retainer**

Member of the Audit Committee: $10,000
Member of the Compensation Committee: $7,500
Member of the Nominating and Corporate Governance Committee: $5,000

1.1.3 **Annual Committee Chair Service Retainer (in lieu of Committee Member Service Retainer)**

Chair of the Audit Committee: $20,000
Chair of the Compensation Committee: $15,000
Chair of the Nominating and Corporate Governance Committee: $10,000

1.2 **Ability to Take Cash Compensation as RSUs**.

1.2.1 **Election**.Prior to the start of each fiscal year, a Non-Employee Director may elect to receive 100% of the annual cash compensati restricted stock units ("***RSUs***") under Opendoor's 2020 Incentive Award Plan or any successor equity incentive plan (the "***Plan***") for that number of sh compensation for such Non-Employee Director for the fiscal year based on Board and committee membership as of the first day of such fiscal year d Section 2), rounded to the nearest whole share. Any such RSU grant is referred to herein as the "***Optional RSU Grant***".

1

1.2.2 **Grant Date**.The grant date for an Optional RSU Grant will be on or about February 15 first occurring after the start of the applicable

1.2.3 **Vesting**.Unless otherwise determined by the Compensation Committee, each Optional RSU Grant will vest with respect to 1/4th o day in each fiscal quarter occurring during such fiscal year, provided in each case that the Non-Employee Director remains a Non-Employee Director on not be subject to accelerated vesting in connection with a Change in Control (as defined in the Plan).

1.2.4 **Changes in Cash Compensation Amount**.In the event a Non-Employee Director would have otherwise been entitled to a greater which was used to calculate the Optional RSU Grant (either as a result of an increase in the cash compensation amounts approved by the Board or a new Employee Director will be entitled to receive the difference paid in cash pursuant to the terms above. In the event a Non-Employee Director would have c cash compensation than that which was used to calculate the Optional RSU Grant as a result of a decrease in the cash compensation amounts appro membership or role, there will be no effect on the Optional RSU Grant, nor will the Non-Employee Director be required to reimburse the Company for the d

2. Equity Compensation

2.1 **Automatic Equity Grants**.

2.1.1 **Annual Grant**. Without any further action of the Board, at the close of business on the date of each annual meeting of Opendoo Non-Employee Director will automatically be granted a RSU for that number of shares of common stock equal to $200,000 divided by the Share Pric "***Annual Grant***"). Each Annual Grant will vest in a single installment on the earlier to occur of (a) Opendoor's next annual meeting of stockholders and (b the Annual Grant, provided that the Non-Employee Director continues to be a Non-Employee Director on such vesting date.In the event a Non-Employee of the Board for twelve months as of the date of grant of any Annual Grant, the Board may determine to prorate the Annual Grant to such Non-Employ served since such initial election through the date of grant of the Annual Grant.

2.1.2 **Vesting; Change in Control**. Notwithstanding the foregoing vesting schedules, for each Non-Employee Director in office as of im Control, the shares subject to his or her then-outstanding equity awards that were granted pursuant to this Policy will become fully vested immediately prio

2.1.3 **Share Price**. For any RSU grant to be made under this Policy, the "***Share Price***" shall be the average Fair Market Value (as defined on the last trading day of the month preceding the month in which the RSU grant is made.

2.1.4 **Remaining Terms**. The remaining terms and conditions of each RSU grant under this Policy, including transferability, will be as notice and agreement, in the form adopted from time to time by the Board or its Compensation Committee. In the event any grant date set forth above for is not a trading day on the Nasdaq Stock Exchange (e.g., a weekend or holiday), then the grant date shall be the next trading day.

3. Expenses

Opendoor will reimburse each Non-Employee Director for ordinary, necessary and reasonable out-of-pocket travel expenses to cover in-person attendance meetings; provided that the Non-Employee Director timely submits to Opendoor appropriate documentation substantiating such expenses in accordance w in effect from time to time.

4. Compensation Limits

Notwithstanding anything to the contrary in this Policy, all compensation payable under this Policy will be subject to any limits on the maximum amount forth in the Plan, as in effect from time to time.

By accepting (whether in writing, electronically or otherwise) the PRSUs, Participant agrees to be bound by the terms of this Grant Notice, th reviewed the Plan, this Grant Notice and the Agreement in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Gra of the Plan, this Grant Notice and the Agreement. Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of under the Plan, this Grant Notice or the Agreement.

OPENDOOR TECHNOLOGIES INC.

By: ____________________

Name: ____________________

Title: ____________________

PARTICIPANT

____

[Participant Name]

(As adopted PERFORMANCE RESTRICTED STOCK UNIT AGREEMENT

Capitalized terms not specifically defined in this Agreement have the meanings specified in the Grant Notice or, if not defined in the Grant Notice, ir

ARTICLE I.
GENERAL

1.1 Award of PRSUs. The Company has granted the PRSUs to Participant effective as of the Grant Date set forth in the Grant Notice (the "***Gran*** receive one Share as set forth in this Agreement. Participant will have no right to the distribution of any Shares until the time (if ever) the PRSUs have vest

1.2 Incorporation of Terms of Plan. The PRSUs are subject to the terms and conditions set forth in this Agreement and the Plan, which is incorpor inconsistency between the Plan and this Agreement, the terms of the Plan will control.

1.3 Unsecured Promise. The PRSUs will at all times prior to settlement represent an unsecured Company obligation payable only from the Compar

ARTICLE II.
VESTING; FORFEITURE AND SETTLEMENT

2.1 Vesting; Forfeiture. The PRSUs will vest according to the vesting schedule in the Grant Notice except that any fraction of an PRSU that would will vest only when a whole PRSU has accumulated. In the event of Participant's Termination of Service for any reason, all unvested PRSUs will imm forfeited, except as otherwise provided in **Exhibit B** or in a binding written agreement between Participant and the Company that specifically provides tha Agreement.

2.2 Settlement.

(a) The PRSUs will be paid in Shares as soon as administratively practicable after the vesting of the applicable PRSU, but in no event late year in which the PRSU's vesting date occurs.

(b) Notwithstanding the foregoing, the Company may delay any payment under this Agreement that the Company reasonably determines v date the Company reasonably determines the making of the payment will not cause such a violation (in accordance with Treasury Regulation Sectio reasonably believes the delay will not result in the imposition of excise taxes under Section 409A.

ARTICLE III.
TAXATION AND TAX WITHHOLDING

3.1 Representation. Participant represents to the Company that Participant has reviewed with Participant's own tax advisors the tax conseq contemplated by the Board Grant Notice and this Agreement. Participant is relying solely on such advisors and not on any statements or representat Company or any of its agents.

3.2 Tax Withholding.

(a) Participant must pay the Company, or make provision satisfactory to the Administrator for payment of, any taxes required by Applicable Participant's Awards by the date of the event creating the tax liability. In this regard, Participant authorizes the Company, or their respective agents, a obligations with regard to the PRSUs by any of the methods set forth in Section 9.5 of the Plan.

(b) Participant acknowledges that Participant is ultimately liable and responsible for all taxes owed in connection with the PRSUs, reg Subsidiary takes with respect to any tax withholding obligations that arise in connection with the PRSUs. Neither the Company nor any Subsidiary makes the treatment of any tax withholding in connection with the awarding, vesting or payment of the PRSUs or the subsequent sale of Shares. The Company under no obligation to structure the PRSUs to reduce or eliminate Participant's tax liability.

ARTICLE IV.
OTHER PROVISIONS

4.1 Adjustments. Participant acknowledges that the PRSUs, and the Shares subject to the PRSUs, are subject to adjustment, modification and ter Agreement and the Plan.

4.2 Notices. Any notice to be given under the terms of this Agreement to the Company must be in writing and addressed to the Company in care o principal office or the Secretary's then-current email address or facsimile number. Any notice to be given under the terms of this Agreement to Parti Participant (or, if Participant is then deceased, to the Designated Beneficiary) at Participant's last known mailing address, email address or facsimile nu notice given pursuant to this Section, either party may designate a different address for notices to be given to that party. Any notice will be deemed duly email, when sent by certified mail (return receipt requested) and deposited with postage prepaid in a post office or branch post office regularly maintaine delivered by a nationally recognized express shipping company or upon receipt of a facsimile transmission confirmation.

4.3 Titles. Titles are provided herein for convenience only and are not to serve as a basis for interpretation or construction of this Agreement.

4.4 Conformity to Securities Laws. Participant acknowledges that the Plan, the Grant Notice and this Agreement are intended to conform to the ex to the extent Applicable Laws permit, will be deemed amended as necessary to conform to Applicable Laws.

4.5 Successors and Assigns. The Company may assign any of May 23, 2023) its rights under this Agreement to single or multiple assignees, and successors and assigns of the Company. Subject to the restrictions on transfer set forth in this Agreement or the Plan, this Agreement will be binding legatees, legal representatives, successors and assigns of the parties hereto.

4.6 Limitations Applicable to Section 16 Persons. Notwithstanding any other provision of the Plan or this Agreement, if Participant is subject to S Grant Notice, this Agreement and the PRSUs will be subject to any additional limitations set forth in any applicable

exemptive rule under Section 16 of the Exchange Act (including any amendment to Rule 16b-3) that are requirements for the application of such exemptiv this Agreement will be deemed amended as necessary to conform to such applicable exemptive rule.

4.7 Entire Agreement. The Plan, the Grant Notice and this Agreement (including any exhibit hereto) constitute the entire agreement of the par undertakings and agreements of the Company and Participant with respect to the subject matter hereof.

4.8 Agreement Severable. In the event that any provision of the Grant Notice or this Agreement is held illegal or invalid, the provision will be severa provision will not be construed to have any effect on, the remaining provisions of the Grant Notice or this Agreement.

4.9 Limitation on Participant's Rights. Participation in the Plan confers no rights or interests other than as herein provided. This Agreement create the Company as to amounts payable and may not be construed as creating a trust. Neither the Plan nor any underlying program, in and of itself, has any a general unsecured creditor of the Company with respect to amounts credited and benefits payable, if any, with respect to the PRSUs, and rights no gre general unsecured creditor with respect to the PRSUs, as and when settled pursuant to the terms of this Agreement.

4.10 Not a Contract of Employment. Nothing in the Plan, the Grant Notice or this Agreement confers upon Participant any right to continue in th Subsidiary or interferes with or restricts in any way the rights of the Company and its Subsidiaries, which rights are hereby expressly reserved, to dischar any time for any reason whatsoever, with or without cause, except to the extent expressly provided otherwise in a written agreement between the Compan

4.11 Counterparts. The Grant Notice may be executed in one or more counterparts, including by way of any electronic signature, subject to Appli original and all of which together will constitute one instrument.

4.12 Restrictions. In the event the Shares are no longer registered with the Securities and Exchange Commission (as determined by the Administ PRSUs shall be subject to such terms and conditions as the Administrator shall determine, including, without limitation, restrictions on the transferability, re require that Shares be transferred in the event of certain transactions, rights of first refusal, tag-along rights, bring-along rights, redemption and co-sale rig conditions may be additional to those contained in the Plan and may, as determined by the Administrator, be contained in an exercise notice, securityholde the Administrator shall determine, in each case in a form determined by the Administrator. The Administrator may condition the issuance of such Shares o conditions and the Participant's entering into such agreement or agreements.

* * * * *

TO PERFORMANCE RESTRICTED STOCK UNIT AWARD GRANT NOTICE

PERFORMANCE RESTRICTED STOCK UNIT AWARD AGREEMENT
VESTING SCHEDULE

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Carrie Wheeler, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Opendoor Technologies, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, r registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 1: financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that r including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provic
of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the c
of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (tl
an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors
board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to advers
process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial

Date: November May 02, 2023 2024

By: /s/ Carrie Wheeler

Carrie Wheeler
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION OF INTERIM CHIEF FINANCIAL OFFICER
PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Christina Schwartz, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Opendoor Technologies, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made,
statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, r
registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 1:
financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that r
including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provic
of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the c
of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (tl
an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors
board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to advers
process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial

Date: November May 02, 2023 2024

By: /s/ Christina Schwartz
Christina Schwartz
Interim Chief Financial Officer
(Principal Financial and Accounting Officer)

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND INTERIM CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Opendoor Technologies Inc. (the “Company”) for the period ended September 30, 2023 March 31, 2024 as filed v
the date hereof (the “Report”), the undersigned, Carrie Wheeler, Chief Executive Officer of the Company, and Christina Schwartz, Interim Chief Financial Officer of the Co
Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November May 02, 2023 2024

By: /s/ Carrie Wheeler
Carrie Wheeler
Chief Executive Officer
(Principal Financial Officer)

Date: November May 02, 2023 2024

By: /s/ Christina Schwartz
Christina Schwartz
Interim Chief Financial Officer
(Principal Financial and Accounting Officer