REFINITIV

DELTA REPORT

10-Q

OPENDOOR TECHNOLOGIES INC

10-Q - JUNE 30, 2024 COMPARED TO 10-Q - MARCH 31, 2024

The following comparison report has been automatically generated

TOTAL DELTAS	1142
CHANGES	202
DELETIONS	633
ADDITIONS	307

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 March 31, 2024 June 30, 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 April 25, 2024 July 25, 2024 was approximately 691,575,980. 703,004,574.

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 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 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; 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), as well as the probability of such changes occurring, that may reduce impact 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 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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- 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, 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)

	March 31, 2024	December 31, 2023
	June 30, 2024	December 31, 2023
ASSETS		
CURRENT ASSETS:		

CURRENT ASSETS:

CURRENT ASSETS:

Cash and cash equivalents

Cash and cash equivalents

Cash and cash equivalents

Restricted cash

Marketable securities

Escrow receivable

Real estate inventory, net

Real estate inventory, net

Real estate inventory, net

Other current assets

Total current assets

PROPERTY AND EQUIPMENT – Net

RIGHT OF USE ASSETS

GOODWILL

INTANGIBLES – Net

OTHER ASSETS

TOTAL ASSETS

LIABILITIES AND SHAREHOLDERS' EQUITY

CURRENT LIABILITIES:

CURRENT LIABILITIES:

CURRENT LIABILITIES:

Accounts payable and other accrued liabilities

Accounts payable and other accrued liabilities

Accounts payable and other accrued liabilities

Non-recourse asset-backed debt – current portion

Interest payable

Interest payable

Interest payable

Lease liabilities - current portion

Lease liabilities – current portion

Total current liabilities

NON-RECOURSE ASSET-BACKED DEBT – Net of current portion

CONVERTIBLE SENIOR NOTES

LEASE LIABILITIES – Net of current portion

LEASE LIABILITIES – Net of current portion

LEASE LIABILITIES – Net of current portion

OTHER LIABILITIES

Total liabilities

COMMITMENTS AND CONTINGENCIES (See Note 13)	COMMITMENTS AND CONTINGENCIES (See Note 13)	COMMITMENTS AND CONTINGENCIES (See Note 13)

SHAREHOLDERS' EQUITY:

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

Common stock, $0.0001 par value; 3,000,000,000 shares authorized; 698,843,166 and 677,636,163 shares issued, respectively; 698,843,166 and 677,636,163 shares outstanding, respectively

Common stock, $0.0001 par value; 3,000,000,000 shares authorized; 698,843,166 and 677,636,163 shares issued, respectively; 698,843,166 and 677,636,163 shares outstanding, respectively

Common stock, $0.0001 par value; 3,000,000,000 shares authorized; 698,843,166 and 677,636,163 shares issued, respectively; 698,843,166 and 677,636,163 shares outstanding, respectively

Additional paid-in capital	
Accumulated deficit	
Accumulated other comprehensive loss	
Total shareholders’ equity	
TOTAL LIABILITIES AND SHAREHOLDERS’ EQUITY	

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(1) The Company’s consolidated assets at March 31, 2024 June 30, 2024 and 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, $322 $110 and $530; Real estate inventory, net, $1,848 $2,183 and $1,735; Escrow receivable, $14 $22 and $8; Other current assets, $27 $21 and $10; and Total assets of $2,211 $2,336 and $2,283, respectively.

(2) The Company’s consolidated liabilities at March 31, 2024 June 30, 2024 and December 31, 2023 include the following liabilities for which the VIE creditors do not have recourse to Opendoor: Accounts payable and other accrued liabilities, $27 $34 and $28; Current portion of non-recourse asset-backed debt, $315 and $—; Interest payable, $1 and $1; Non-recourse asset-backed debt, net of current portion, $2,036 $1,739 and $2,134; and Total liabilities, $2,064 $2,089 and $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				
		Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2024	2023	2024	2023
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					
Restructuring					

Restructuring
Restructuring
Total operating expenses
LOSS FROM OPERATIONS
Total operating expenses
(LOSS) GAIN ON EXTINGUISHMENT OF DEBT
(LOSS) GAIN ON EXTINGUISHMENT OF DEBT
(LOSS) GAIN ON EXTINGUISHMENT OF DEBT
INTEREST EXPENSE
OTHER INCOME – Net
(LOSS) INCOME BEFORE INCOME TAXES
INCOME TAX EXPENSE
NET (LOSS) INCOME
Total operating expenses
Net (loss) income per share attributable to common shareholders:
Net (loss) income per share attributable to common shareholders:
Total operating expenses
LOSS FROM OPERATIONS
LOSS FROM OPERATIONS
LOSS FROM OPERATIONS
GAIN ON EXTINGUISHMENT OF DEBT
GAIN ON EXTINGUISHMENT OF DEBT
GAIN ON EXTINGUISHMENT OF DEBT
INTEREST EXPENSE
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
INCOME TAX EXPENSE
INCOME TAX EXPENSE
INCOME TAX EXPENSE
NET LOSS
NET LOSS
NET LOSS
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) income per share attributable to common shareholders:
Basic
Basic
Basic
Diluted
Diluted
Diluted
Weighted-average shares outstanding:
Weighted-average shares outstanding:
Weighted-average shares outstanding:
Basic
Basic

Basic
Diluted
Diluted
Diluted

See accompanying notes to condensed consolidated financial statements.

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

	Three Months Ended March 31,	
	2024	2023
NET LOSS	$ (109)	$ (101)
OTHER COMPREHENSIVE INCOME:		
Unrealized gain on marketable securities	1	1
COMPREHENSIVE LOSS	$ (108)	$ (100)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
NET (LOSS) INCOME	$ (92)	$ 23	$ (201)	$ (78)
OTHER COMPREHENSIVE (LOSS) INCOME:				
Unrealized gain on marketable securities	—	1	1	2
COMPREHENSIVE (LOSS) INCOME	$ (92)	$ 24	$ (200)	$ (76)

See accompanying notes to condensed consolidated financial statements.

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OPENDOOR TECHNOLOGIES INC.

CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(In millions, except number of shares)

(Unaudited)

	Shareholders' Equity									
	Shareholders' Equity									
	Shareholders' Equity									
	Common Stock Shares	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Shareholders' Equity	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss
BALANCE-December 31, 2023										
BALANCE-December 31, 2023										
BALANCE-December 31, 2023										
BALANCE–March 31, 2024										
BALANCE–March 31, 2024										
BALANCE–March 31, 2024										
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
BALANCE– June 30, 2024

	Shareholders' Equity					
	Shareholders' Equity					
	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						

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– June 30, 2024

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
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

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OPENDOOR TECHNOLOGIES INC.

CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(In millions, except number of shares)

(Unaudited)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
BALANCE–March 31, 2023	647,607,920	$ —	$ 4,198	$ (3,159)	$ (3)	$ 1,036
Issuance of common stock for settlement of RSUs, net of shares withheld for participant taxes	8,894,761	—	—	—	—	—
Exercise of stock options	834,885	—	1	—	—	1
Issuance of common stock under employee stock purchase plan, net of shares withheld for participant taxes	—	—	—	—	—	—
Stock-based compensation	—	—	25	—	—	25
Other comprehensive income	—	—	—	—	1	1
Net income	—	—	—	23	—	23
BALANCE–June 30, 2023	657,337,566	$ —	$ 4,224	$ (3,136)	$ (2)	$ 1,086

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
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	17,136,256	—	—	—	—	—
Exercise of stock options	2,169,854	—	2	—	—	2
Issuance of common stock under employee stock purchase plan, net of shares withheld for participant taxes	644,431	—	1	—	—	1
Stock-based compensation	—	—	73	—	—	73
Other comprehensive income	—	—	—	—	2	2
Net loss	—	—	—	(78)	—	(78)
BALANCE–June 30, 2023	657,337,566	$ —	$ 4,224	$ (3,136)	$ (2)	$ 1,086

See accompanying notes to condensed consolidated financial statements.

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OPENDOOR TECHNOLOGIES INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)
(Unaudited)

	Three Months Ended March 31,			Six Months Ended June 30,	
	2024	2024	2023	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES:					
Net loss					
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					
Amortization of right of use asset					
Stock-based compensation					
Stock-based compensation					
Stock-based compensation					
Inventory valuation adjustment					
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					
Other					
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					
Gain on extinguishment of debt					
Loss (gain) on extinguishment of debt					
Changes in operating assets and liabilities:					
Escrow receivable					
Escrow receivable					
Escrow receivable					
Real estate inventory					
Other assets					
Accounts payable and other accrued liabilities					
Interest payable					
Lease liabilities					
Net cash (used in) provided by operating activities					
CASH FLOWS FROM INVESTING ACTIVITIES:					
Purchase of property and equipment					
Purchase of property and equipment					
Purchase of property and equipment					
Proceeds from sales, maturities, redemptions and paydowns of marketable securities					
Proceeds from sales, maturities, redemptions and paydowns of marketable securities					
Proceeds from sales, maturities, redemptions and paydowns of marketable securities					

Proceeds from sale of non-marketable equity securities
Proceeds from sale of non-marketable equity securities
Proceeds from sale of non-marketable equity securities
Net cash provided by investing activities
Net cash provided by investing activities
Net cash provided by investing activities
CASH FLOWS FROM FINANCING ACTIVITIES:
Repurchase of convertible senior notes
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 issuance of common stock for ESPP
Proceeds from non-recourse asset-backed debt
Proceeds from non-recourse asset-backed debt
Proceeds from non-recourse asset-backed debt
Principal payments on non-recourse asset-backed debt
Payment for early extinguishment of debt
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 – End of period
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION – Cash paid during the period for interest
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
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
Restricted cash
Cash, cash equivalents, and restricted cash

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 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.

The Company was formed through completed 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 June 30, 2024 and December 31, 2023 and for the three and six month periods ended March 31, 2024 June 30, 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, 2023 (“Annual Report”) filed on February 15, 2024.

At-The-Market Equity Offering

In May 2024, the Company entered into an at-the-market equity offering sales agreement (the “ATM Agreement”) with Barclays Capital Inc. and Virtu Americas LLC, as sales agents (the "Agents"), pursuant to which the Company may offer and sell, from time to time, through the Agents, shares of the Company’s common stock having an aggregate offering price of up to $200 million. Under the ATM Agreement, the Agents may sell shares by any method deemed to be an “at-the-market offering.” During the three and six months ended June 30, 2024, there was no activity pursuant to the ATM Agreement.

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: its 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

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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, 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 three-month six-month period ended March 31, 2024 June 30, 2024, except as noted below.

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 months ended March 31, 2024 periods presented 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,	Three Months Ended June 30,		Six Months Ended June 30,	
	2024 2024 2024	2024	2023	2024	2023
Technology and development					
Technology and development					
Technology and development					
Total impairment loss					
Total impairment loss					
Total impairment loss					

Stock-Based Compensation

RSUs

Prior to its listing, the Company granted restricted stock units (“RSUs" 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

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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 $17 $42 millionand $27 million, as of March 31, 2024 June 30, 2024 and December 31, 2023, respectively (in millions):

	March 31, 2024	December 31, 2023
Work in progress	$ 351	$ 640
Finished goods:		
Listed for sale	1,024	882
Under contract for sale	506	253
Total real estate inventory	$ 1,881	$ 1,775

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

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

	June 30, 2024	December 31, 2023
Work in progress	$ 406	$ 640
Finished goods:		
Listed for sale	1,343	882
Under contract for sale	485	253
Total real estate inventory	$ 2,234	$ 1,775

As of June 30, 2024, the Company was in contract to purchase1,793 homes for an aggregate purchase price of $607 million.

During the three and six months ended June 30, 2024, the Company recorded inventory valuation adjustments for real estate inventory of $34 millionand $41 million, respectively, in Cost of revenue in the condensed consolidated statements of operations. During the three and six months ended June 30, 2023, the Company recorded inventory valuation adjustments for real estate inventory of $14 million and $37 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 March 31, 2024 June 30, 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

	June 30, 2024					
	Cost Basis	Unrealized Gains	Unrealized Losses	Fair Value	Cash and Cash Equivalents	Marketable Securities
Cash	$ 75	$ —	$ —	$ 75	$ 75	$ —
Money market funds	715	—	—	715	715	—
Corporate debt securities	8	—	—	8	—	8
Equity securities	11	—	—	11	—	11
Total	$ 809	$ —	$ —	$ 809	$ 790	$ 19

	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 six months ended March 31, 2024 June 30, 2024, the Company recognized $2$2 millionand $4 million of net unrealized losses, respectively in the condensed consolidated statements of operations related to marketable equity securities held as of March 31, 2024 June 30, 2024. During the three and six months ended March 31, 2023 June 30, 2023, the Company recognized $1 million $6 million and $7 million of net unrealized gains, respectively, in the condensed consolidated statements of operations related to marketable equity securities held as of March 31, 2023 June 30, 2023.

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

	Less than 12 Months		Less than 12 Months		12 Months or Greater		Total	Less than 12 Months	12 Months or Greater	Total
March 31, 2024	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses				
June 30, 2024	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses				
Corporate debt securities										
Corporate debt securities										
Corporate debt securities										
Total										
Total										
Total										

	Less than 12 Months		12 Months or Greater		Total	
December 31, 2023	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	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 December 31, 2023 were $1 million. These unrealized losses are associated with the Company's investments in corporate debt securities and were due to interest rate

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There were nomaterial net unrealized losses of the Company's available-for-sale debt securities as of June 30, 2024. Net unrealized losses of the Company's available-for-sale debt securities as of December 31, 2023 were $1 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 March 31, 2024 June 30, 2024 or December 31, 2023.

The scheduled contractual maturities of debt securities as of March 31, 2024 June 30, 2024 are as follows (in millions):

March 31, 2024	Fair Value	Within 1 Year	After 1 Year through 5 Years
June 30, 2024	Fair Value	Within 1 Year	After 1 Year through 5 Years
Corporate debt securities			
Total			
Total			
Total			

A summary of equity method investment balances as of March 31, 2024 June 30, 2024 and December 31, 2023 are as follows (in millions):

	March 31, 2024	
	March 31, 2024	
	March 31, 2024	December 31, 2023
	June 30, 2024	
	June 30, 2024	
	June 30, 2024	December 31, 2023
Equity method investments		
Total		
Total		
Total		

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 March 31, 2024 June 30, 2024 and December 31, 2023 (in millions):

	March 31, 2024	December 31, 2023

	June 30, 2024	December 31, 2023
Assets		
Restricted cash		
Restricted cash		
Restricted cash		
Real estate inventory, net		
Other(1)		
Total assets		
Liabilities		
Non-recourse asset-backed debt		
Non-recourse asset-backed debt		
Non-recourse asset-backed debt		
Other(2)		
Total liabilities		

(1) Includes escrow receivable and other current assets.

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

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

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.

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 March 31, 2024 June 30, 2024 and December 31, 2023 (in millions, except interest rates):

		Outstanding Amount				
March 31, 2024						
March 31, 2024						
March 31, 2024	Borrowing Capacity	Current	Non-Current	Weighted Average Interest Rate	End of Revolving / Withdrawal Period	Final Maturity Date
June 30, 2024						
June 30, 2024						
June 30, 2024	Borrowing Capacity	Current	Non-Current	Weighted Average Interest Rate	End of Revolving / Withdrawal Period	Final Maturity Date
Non-Recourse Asset-backed Debt:						
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		$ 1,000	$	$	—	$	$ —	—		—	%		June 30, 2025			$ 1,000	$	$	—	$	$ —	—
Revolving Facility 2018-3	Revolving Facility 2018-3	1,000	—		—	—		—	—	—	%		September 29, 2026	Revolving Facility 2018-3			1,000	162		162	—	
Revolving Facility 2019-1	Revolving Facility 2019-1	300	—		—	—		—	—	—	%		August 15, 2025	Revolving Facility 2019-1			300	—		—	—	
Revolving Facility 2019-2	Revolving Facility 2019-2	550	—		—	—		—	—	—	%	October 3, 2025	October 2, 2026		Revolving Facility 2019-2			550	—		—	—
Revolving Facility 2019-3	Revolving Facility 2019-3	925	—		—	—		—	—	—	%		April 5, 2024	Revolving Facility 2019-3			100	53		53	—	
Asset-backed Senior Term Debt Facilities																						
Term Debt Facility 2021-S1		100	—		—	100		100	3.48	3.48	%	January 2, 2025	April 1, 2025				100	100		100	—	
Term Debt Facility 2021-S2	Term Debt Facility 2021-S2	400	—		—	300		300	3.20	3.20	%	September 10, 2025	March 10, 2026		Term Debt Facility 2021-S2			400	—		—	300
Term Debt Facility 2021-S3	Term Debt Facility 2021-S3	1,000	—		—	750		750	3.75	3.75	%	January 31, 2027	July 31, 2027		Term Debt Facility 2021-S3			1,000	—		—	750
Term Debt Facility 2022-S1	Term Debt Facility 2022-S1	250	—		—	250		250	4.07	4.07	%	March 1, 2025	September 1, 2025		Term Debt Facility 2022-S1			250	—		—	250
Total																						
Issuance Costs																						
Carrying Value																						

Asset-backed Senior Term Debt Facilities
Asset-backed Senior Term Debt Facilities
Term Debt Facility 2021-S1
Term Debt Facility 2021-S1
Total
Total
Issuance Costs
Issuance Costs

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

Carrying Value
Carrying Value
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		2,000	—	—	500	500	10.00	10.00 %	April 1, 2025	April 1, 2026		1,800	—	—	300
Term Debt Facility 2022-M1	Term Debt Facility 2022-M1	500	—	—	150	150	10.00	10.00 %	September 15, 2025	September 15, 2026	Term Debt Facility 2022-M1	500	—	—	150

Total
Issuance Costs
Issuance Costs
Issuance Costs
Carrying Value
Carrying Value
Carrying Value
Total Non-Recourse Asset-backed Debt
Total Non-Recourse Asset-backed Debt
Total Non-Recourse Asset-backed Debt

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	Outstanding Amount		
December 31, 2023	**Current**	**Non-Current**	**Weighted Average Interest Rate**
Non-Recourse Asset-backed Debt:			
Asset-backed Senior Revolving Credit Facilities			
Revolving Facility 2018-2	$ —	$ —	7.49 %
Revolving Facility 2018-3	—	—	6.82 %
Revolving Facility 2019-1	—	—	7.34 %
Revolving Facility 2019-2	—	—	6.83 %
Revolving Facility 2019-3	—	—	— %
Asset-backed Senior Term Debt Facilities			
Term Debt Facility 2021-S1	—	100	3.48 %
Term Debt Facility 2021-S2	—	300	3.20 %
Term Debt Facility 2021-S3	—	750	3.75 %
Term Debt Facility 2022-S1	—	250	4.07 %
Total	$ —	$ 1,400	

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

Issuance Costs	—	(12)	
Carrying Value	$ —	$ 1,388	
Asset-backed Mezzanine Term Debt Facilities			
Term Debt Facility 2020-M1	$ —	$ 600	10.00 %
Term Debt Facility 2022-M1	$ —	$ 150	10.00 %
Total	$ —	$ 750	
Issuance Costs		(4)	
Carrying Value		$ 746	
Total Non-Recourse Asset-backed Debt	$ —	$ 2,134	

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 involving "bad acts" by an Opendoor entity and certain other limited circumstances.

As of March 31, 2024 June 30, 2024, the Company had total borrowing capacity with respect to its non-recourse asset-backed debt of $8.0 $7.0 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 March 31, 2024 June 30, 2024, the Company had committed borrowing capacity with respect to the Company's non-recourse asset-backed debt of $2.5 $2.3 billion; this committed borrowing capacity is comprised of $400 million for senior revolving credit facilities, $1.4$1.4 billion for senior term debt facilities, and $650 $450 million for mezzanine term debt facilities.

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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 April 4, 2024, the Company entered into an amendment to Revolving Facility 2019-3, providing for $100 million of borrowing capacity with a revolving period end date of April 4, 2025 and a final maturity date of 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 secured overnight financing rate ("SOFR"), plus a margin that varies by facility. 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 current or 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 based on the applicable 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. 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 current or non-current liabilities on the Company's condensed consolidated balance sheets based on the applicable final maturity date. These facilities are structurally and contractually subordinated to the related asset-backed senior debt facilities.

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 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. At March 31, 2024 June 30, 2024 and December 31, 2023, $263 $266 million and $275 million, respectively, of the Company's net assets were restricted as they reflect minimum net asset requirements at Opendoor Labs Inc. As of March 31, 2024 June 30, 2024, the Company was in compliancewith all financial covenants and no event of default had occurred.

OPENDOOR TECHNOLOGIES INC.

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

(Unaudited)

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):

March 31, 2024	Remaining Aggregate Principal Amount	Unamortized Debt Issuance Costs	Net Carrying Amount
June 30, 2024	Remaining Aggregate Principal Amount	Unamortized Debt Issuance Costs	Net Carrying Amount
2026 Notes			

March 31, 2024	Maturity Date	Stated Cash Interest Rate	Effective Interest Rate	Semi-Annual Interest Payment Dates	Conversion Rate	Conversion Price
June 30, 2024	Maturity Date	Stated Cash Interest Rate	Effective Interest Rate	Semi-Annual Interest Payment Dates	Conversion Rate	Conversion Price
2026 Notes						

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

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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.

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 $597 million in aggregate principal amount for aggregate payments of $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, the Company: (i) reduced the carrying value of the Repurchased 2026 Notes by $597 million, (ii) reduced outstanding deferred issuance costs by $10 million, (iii) incurred fees of $2 million and (iv) recorded $225 million of gain on debt extinguishment. The Company elected to leave the Capped Calls associated with the Repurchased 2026 Notes outstanding.

For the three and six months ended March 31, 2024 June 30, 2024, total interest expense on the Company's convertible senior notes was less than $1 million and 2023 $1 million, respectively. For the three and six months ended June 30, 2023, total interest expense on the Company's convertible senior notes was $1 million and $2 $3 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.

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(Unaudited)

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.

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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.

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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):

March 31, 2024	Balance at Fair Value	Level 1	Level 2	Level 3
June 30, 2024	Balance at Fair Value	Level 1	Level 2	Level 3
Marketable securities:				
Corporate debt securities				
Corporate debt securities				
Corporate debt securities				
Equity securities				
Equity securities				
Equity securities				
Total assets				
Total assets				
Total assets				

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	$ —

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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):

		March 31, 2024				June 30, 2024			
	Carrying Value	Carrying Value	Fair Value	Level 1	Level 2	Carrying Value	Fair Value	Level 1	Level 2
Assets:									
Cash and cash equivalents									
Cash and cash equivalents									
Cash and cash equivalents									
Restricted cash									
Liabilities:									
Liabilities:									
Liabilities:									
Non-recourse asset-backed debt									
Non-recourse asset-backed debt									
Non-recourse asset-backed debt									
Convertible senior notes									
Convertible senior notes									
Convertible senior notes									

	December 31, 2023			
	Carrying Value	Fair Value	Level 1	Level 2
Assets:				
Cash and cash equivalents	$ 999	$ 999	$ 999	$ —
Restricted cash	541	541	541	—
Liabilities:				
Non-recourse asset-backed debt	$ 2,134	$ 2,150	$ —	$ 2,150
Convertible senior notes	376	296	—	296

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7. PROPERTY AND EQUIPMENT

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

	March 31, 2024	December 31, 2023
	June 30, 2024	December 31, 2023
Internally developed software		

Computers	
Security systems	
Office equipment	
Furniture and fixtures	
Leasehold improvements	
Software implementation costs	
Total	
Accumulated depreciation and amortization	
Property and equipment – net	

Depreciation and amortization expense of $9 million and $10 $18 million was recorded for the three and six months ended March 31, 2024 June 30, 2024, respectively. Depreciation and 2023, respectively.

8. GOODWILL AND INTANGIBLE ASSETS

For the three months ended March 31, 2024 amortization expense of $9 million and the year ended December 31, 2023, there were no additions to goodwill. No impairment of goodwill $19 million was identified recorded for the three and six months ended March 31, 2024 and 2023.

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

March 31, 2024	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Remaining Weighted Average Useful Life (Years)
Developed technology	$ 17	$ (14)	$ 3	0.5
Customer relationships	7	(6)	1	0.4
Trademarks	5	(5)	—	0.4
Intangible assets – net	$ 29	$ (25)	$ 4	

December 31, 2023	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Remaining Weighted Average Useful Life (Years)
Developed technology	$ 17	$ (13)	$ 4	0.8
Customer relationships	7	(6)	1	0.7
Trademarks	5	(5)	—	0.7
Intangible assets – net	$ 29	$ (24)	$ 5	

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

8. GOODWILL AND INTANGIBLE ASSETS

For the six months ended June 30, 2024 and the year ended December 31, 2023, there wereno additions to goodwill. Noimpairment of goodwill was identified for the three and six months ended June 30, 2024 and 2023.

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

June 30, 2024	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Remaining Weighted Average Useful Life (Years)
Developed technology	$ 17	$ (16)	$ 1	0.3
Customer relationships	7	(6)	1	0.2
Trademarks	5	(5)	—	0.2
Intangible assets – net	$ 29	$ (27)	$ 2	

December 31, 2023		Gross Carrying Amount		Accumulated Amortization		Net Carrying Amount	Remaining Weighted Average Useful Life (Years)
Developed technology	$	17	$	(13)	$	4	0.8
Customer relationships		7		(6)		1	0.7
Trademarks		5		(5)		—	0.7
Intangible assets – net	$	29	$	(24)	$	5	

Amortization expense for intangible assets was $1 millionand $3 million for the three and six months ended June 30, 2024, respectively. Amortization expense for intangible assets was $1 million and $3 million for the three and six months ended June 30, 2023, respectively.

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

Fiscal Years		(In millions)
Remainder of 2024	$	4 2
Total	$	4 2

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.

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

	Number of Options (in thousands)	Number of Options (in thousands)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions)	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									
Exercised									
Exercised									
Exercised									
Expired									
Expired									
Expired									
Balance-March 31, 2024									
Balance-March 31, 2024									
Balance-March 31, 2024									
Exercisable-March 31, 2024									
Balance-June 30, 2024									
Balance-June 30, 2024									
Balance-June 30, 2024									
Exercisable-June 30, 2024									

A summary of the RSU activity for the three six months ended March 31, 2024 June 30, 2024, is as follows:

Number of RSUs (in thousands)		Weighted-Average
	Unvested and outstanding-December 31, 2023	

Granted
Vested
Forfeited
Unvested and outstanding-March 31, outstanding-June 30, 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 Employee Stock Purchase Plan ("ESPP") began on March 1, 2022. ESPP employee payroll contributions withheld a
payable and other accrued liabilities in the condensed consolidated balance sheets. Payroll contributions withheld as of March 31, 2024 June 30, 2024 will be used to pur

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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

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

As of March 31, 2024 June 30, 2024, total estimated unrecognized compensation expense related to the ESPP was $4 $3 million. The unamortized compensation co
years.

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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
operations for the three and six months ended March 31, 2024 June 30, 2024 and 2023 (in millions):

		Three Months Ended March 31, / Three Months Ended March 31, / Three Months Ended March 31,
	2024	
	2024	
		Three Months End June 30,
	2024	2024
General and administrative		
General and administrative		
General and administrative		
Sales, marketing and operations		
Sales, marketing and operations		

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

As of March 31, 2024 June 30, 2024, there was $180$179 million of unamortized stock-based compensation costs related to unvested RSUs. The unamortized comp
approximately 1.8 1.9 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 "Tranche") upon Zillow providing resale marketing services to the Company. As of March 31, 2024 June 30, 2024, no warrant shares had vested.

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 consisted of state tax expense, taxes in the United States and foreign income taxes in Ca March 31, 2024 June 30, 2024, respectively, with an effective tax rate of (0.19) (0.65)%.and (0.40)%, respectively. The Company's provision for income taxes was $0.3 les 30, 2023, respectively, with an effective tax rate of (0.26) 1.48% and (0.77)%. , respectively. The effective tax rate differs from the U.S. statutory tax rate primarily due to th

The Company evaluated the positive and negative evidence bearing upon the realizability of its deferred tax assets. assets by jurisdiction. Based on the Company's h 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 in the U.S. will not be realized and recorded a full valuation allowance on of 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 "common approach" for a Global Minimum Tax at 15 percent for multinational enterprises with a turnover of more than 750 million Euros. Rules under Pillar Two were effe have a significant impact on its consolidated financial statements during fiscal year 2024.

12. NET LOSS (LOSS) INCOME PER SHARE

Basic net loss (loss) income per share is computed based on the weighted average number of shares of common stock outstanding during the period. Diluted net los

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common shares outstanding plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method. During the periods when th the calculation of diluted net loss per share as their effect is anti-dilutive. No dividends were declared or paid for the three and six months ended March 31, 2024 June 30,

The Company uses the two-class method to calculate net loss (loss) income per share and apply the more dilutive of the two-class method, treasury stock method or earnings for each period are allocated to participating securities, based on the contractual participation rights of the security to share in the current earnings as if all curren participating securities to share in losses, the Company's basic net loss (loss) income per share is computed by dividing the net loss (loss) income attributable to common periods with undistributed losses.

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

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

Basic and diluted net loss per share:

Numerator:

Net loss

Denominator:

Weighted average shares outstanding – basic and diluted

Basic and diluted net loss per share

	Three Months Ended June 30,	
	2024	
Basic net (loss) income per share:		
Numerator:		
Net (loss) income	$ (92)	$
Denominator:		
Weighted average shares outstanding – basic	693,445	
Basic net (loss) income per share	$ (0.13)	$
Diluted net (loss) income per share:		
Numerator:		
Net (loss) income	$ (92)	$
Denominator:		
Weighted average shares outstanding – basic	693,445	
Plus: Dilutive effect of employee stock-based awards	—	
Weighted average shares outstanding – diluted	693,445	
Diluted net (loss) income per share	$ (0.13)	$

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

For both the three and six months ended March 31, 2024 June 30, 2024, 72,687 thousand shares were not included in the computation of diluted shares outstanding the satisfaction of certain conditions which were not satisfied by the end of the period. For the three and 2023, 66,754 six months ended June 30, 2023, 30,577 thousand a diluted shares outstanding because the effect would be anti-dilutive, or issuance of such shares is contingent upon the satisfaction of certain conditions which were not sa

13. 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 undiscounted, future lease payments of $19 million. As a result of the Partial Lease Termination, the Company remeasured its operating lease liabilities and recorded a de The Company also recorded a decrease to right-of-use assets of $9 million based on the proportionate decrease in the

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penalties. The Company also recorded a decrease to right-of-use assets of $9 million based on the proportionate decrease in the right-of-use asset, which resulted in a ga statements of operations for the year six months ended December 31, 2023 June 30, 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

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 Company receives inquiries and audit requests from various government agencies and fully cooperates with these requests. The Company does not believe that it is reas materially affect the Company's condensed consolidated results of operations or financial condition except as noted below.

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 and *Oakland County Voluntary Employee's Beneficiary Association, et al. v. Opendoor Technologies Inc., et al.* (Case No. 2:22-cv-01987-GMS) ("Oakland County"), respe *Technologies Inc. Securities Litigation* (Case No. 2:22-CV-01717-MTL). The consolidated amended complaint names as defendants the Company, Social Capital Hedoso

directors and the underwriters of a securities offering the Company made in February 2021. The complaint alleges that the Company and certain officers violated Section
officers and directors and the underwriters violated Section 11 of the Securities Act, in each case by making materially false or misleading statements related to the effecti
defendants violated Section 20(a) of the Exchange Act and Section 15 of the Securities Act, respectively, which provide for control person liability. The complaint asserts c
Company common stock between December 21, 2020 and November 3, 2022 or pursuant to offering documents issued in connection with our business combination with
plaintiffs seek class certification, an award of unspecified compensatory damages, an award of interest and reasonable costs and expenses, including attorneys' fees and
defendants filed motions to dismiss on June 30, 2023, which the court granted on February 27, 2024 without prejudice. On March 13, 2024 May 14, 2024, the plaintiffs file
order dismissing the complaint. The court's orders on the motion to dismiss and motion for reconsideration dismissed all Exchange Act claims and Securities Act claims e
Securities Act. Defendants filed answers to the complaint which is pending before the court. We continue on July 12, 2024. The Company continues to believe that the alle
ourselves itself 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*
00455-DMF), respectively, which were subsequently consolidated into a single action, captioned *Carlson v. Rice* (Case No. 2:23-CV-00367-GMS). Plaintiffs voluntarily dis
Chancery of the State of Delaware, captioned *Carlson v. Rice, et al.* (Case No. 2023-0642) and *Van Dorn v. Rice, et al.* (Case No. 2023-0643). The cases have been cons
Derivative Litigation (Case No. 2023-0642). On June 29, 2023, a shareholder derivative lawsuit was filed in the United States District Court for the District of Delaware, ca
are based on the same facts and circumstances as *In re Opendoor Technologies Inc. Securities Litigation* and name certain officers and directors of the Company as defe
and SEC Rule 10b-5 and breached fiduciary duties. The plaintiffs seek to maintain the derivative actions on behalf of the Company, an award of unspecified compensator
internal procedures, restitutionary relief, an award of interest and expenses, including attorneys' fees and expert fees, and other and further relief as the court may deem j
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*. (
related to *In re Opendoor Technologies Inc. Securities Litigation*. The plaintiffs have brought claims against

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circumstances related to *In re Opendoor Technologies Inc. Securities Litigation*. The plaintiffs have brought claims against certain current and former directors and officers
of the Exchange Act, SEC Rule 10b-5, violations of Section 14(a) of the Exchange Act, and SEC Rule 14a-9 promulgated thereunder. The plaintiffs seek to maintain the d
damages, an order directing one of the defendants to disgorge monies allegedly obtained from certain personal sales of Company stock, equitable relief, an award of inte
as the court may deem just and proper. This derivative action has been stayed pending further developments in *In re Opendoor Technologies Inc. Securities Litigation*.

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
to *In re Opendoor Technologies Inc. Securities Litigation*, and names as defendants certain current and former officers and directors of the Company and SCH Sponsor II
Act, and SEC Rule 14a-9 promulgated thereunder. The plaintiff seeks to maintain the derivative action on behalf of the Company, an award of unspecified compensatory d
internal procedures, restitution, an award of cost and expenses, including attorneys' fees and expert fees, and other and further relief as the court may deem just and prop
before the court.

14. RESTRUCTURING

In 2023, the Company initiated workforce reductions, impacting approximately 680 employees. The Company provided severance and other termination benefits ("Po

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

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

15. SUBSEQUENT EVENTS

On July 31, 2024, a consolidated subsidiary of the Company, Mainstay Labs Inc. ("Mainstay"), formerly Open Exchange Labs Inc., issued Series A Preferred Stock to
platform for the single-family rental industry. The Company has evaluated will maintain less than 50% ownership, on a fully diluted basis, in Mainstay. The Company is in th
subsequent to March 31, 2024, through the date the condensed consolidated financial statements were filed with the SEC. Based on this evaluation, other than as recorde
notes, the Company has determined that there are no material subsequent events that would require recognition or disclosure. Fundraise.

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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 together with the historical condensed consolidated financial statements and related notes that appear in this Quarterly Report on Form 10-Q.

This discussion may contain forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially including those set forth under "Forward-Looking Statements," "Risk Factors," or in other parts of this Quarterly Report on Form 10-Q, and in "Part I - Item 1A. Risk Factor 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 move between homes with simplicity and confidence, and we have dedicated almost a decade to delivering on this vision. We have built unique pricing and operations ca Since our founding, we have helped customers to buy or sell homes in over 253,000 261,000 transactions and have expanded our footprint to50markets across the countr

Financial Highlights and Operating Metrics

(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)
Revenue
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)
Net (loss) income
Net (loss) income
Net (loss) income
Number of markets (at period end)
Homes sold
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 Margin
Contribution Margin
Contribution Margin
Adjusted EBITDA
Adjusted EBITDA
Adjusted EBITDA
Adjusted EBITDA Margin
Adjusted EBITDA Margin
Adjusted EBITDA Margin
Adjusted Net Loss
Adjusted Net Loss
Adjusted Net Loss

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

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Current Housing Environment

The housing market remains challenging as mortgage rates continue to be elevated and volatile, keeping new listing volumes around decade lows and straining hous market remained depressed with seasonally adjusted annual existing home sales of just over four million, slightly below last year’s levels and well below the 10-year avera the percent of homes listed on the multiple listing services (“MLS”) that enter into a sales contract per day, have slowed more quickly than is typical for this time of year an months ended June 30, 2023. During the three months ended June 30, 2024 month-over-month home price appreciation made a meaningful departure to the downside, u which is earlier in the summer selling season that we typically see. Further, in the back half of the second quarter, we saw an uptick in delisting rates, which are now at de home price appreciation numbers are inflated relative to historical levels with many sellers failing to find an attractive clearing price.

The U.S. economy overall continues to show steady growth, unemployment remains low signs of resilience despite elevated interest rates. Inflation has been trendin peak, it remains above the Federal Reserve’s targeted 2% inflation rate. Since the start quantum of the year, 30-year fixed mortgage rates

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

In the first quarter of 2024, cuts meaningfully since May. This could provide a boost to various sectors, including housing market transactions were at an annual rate c transactions. This is due to a combination of many homeowners locked into existing low-rate mortgages and home buyer affordability constraints. Against that backdrop, v to stable short-term home prices.

activity. We expect transaction volumes to gradually increase as mortgage rates eventually decline and demographic factors contribute to natural home turnover. In tl awareness and expansions across our partnership channels. We will continue to preserve flexibility remain flexible in setting spreads dynamically with the goal of optimizin decision-making framework will allow us to operate against act nimbly and respond to a range of macroeconomic outcomes in 2024. outcomes.

Factors Affecting our Business Performance

(Tabular amounts in millions, except share and per share data and ratios, or as not

Market Penetration in Existing Markets

Residential real estate is one of the largest consumer markets in the United States, of which less than 1% of the estimated $1.6 trillion of home value transacted ann and offer a differentiated value proposition to the traditional offline selling process, we believe there is significant opportunity to expand our share in our existing markets. I hope to continue to drive positive word-of-mouth awareness and trust in our platform.

We are steadily growing our reach via our partnership channels with homebuilders, agents, and online real estate platforms. We have relationships with two of the th collectively together reach millions of unique monthly visitors. We launched our partnership agreement with Zillow, Inc. in early 2023, allowing home sellers on the Zillow, I for us to drive brand awareness and acquire customers. As of March 31, 2024, our Opendoor. We also have a partnership was live in 45 markets. In the fourth quarter of 2 independent real estate company in the world. At the end of February 2024, our eXp Realty partnership went live, enabling world, which enables eXp Realty's agents to ea dashboard to present alongside the option of a market listing for their client's home. In addition to driving incremental acquisitions, we expect this partnership these partne avenue additional avenues for sellers to learn about the benefits of our flagship cash offer.

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 ready to act when they request an offer, we treat everyone as a potential future seller. We perpetually iterate on our reengagement strategies and believe that our register

Market Footprint

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

(in whole numbers)	March 31, 2024
Number of markets (at period end)	50

Due to the deteriorating macro environment in 2022 and 2023, we slowed down our new market expansion plans and are focused on expanding our share in our exis

(in whole numbers)	June 30, 2024	March 31, 2024
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 and are focused on expanding our share in our exis

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

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 products and services over time with the expectation that these adjacent services will continue to improve our unit economics.

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* Our long-term financial performance depends, in part, on continuing to maintain and expand unit margins through the following initiatives:

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

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 prio our forecasting and resale systems, and will continue to do so. As part of our overall risk management framework, we consider both individual market and aggregate portf inventory in the context of managing overall risk and inventory health through monitoring sell-through rates, holding periods, and portfolio aging, and we will adjust down li and drive resale clearance. We also adjust the spreads embedded in our offers to respond to current market conditions, both at a macro and local level. (Spreads are defi of 5%.)

Real estate inventory is reviewed for valuation adjustments on a quarterly basis. If the carrying amount for a given home is not expected to be recovered, an inventor adjusted to its net realizable value. Inventory valuation adjustments are not offset by any expected gains and are not reversed or adjusted should the expected net realiza

$7 $34 million and $23 $41 million during the three and six months ended March 31, 2024 June 30, 2024, respectively, and March 31, 2023 $14 million and $37 million dur
Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Estimates – Real Estate Inventory" in our Ann

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 greater than 120 days as measured from initial listing date. As of March 31, 2024 June 30, 2024, such homes represented 15% 14% of our portfolio, compared to 19% 15% and acquire in a given market based on characteristics such as price range, home type, home location, year built and lot size (which we 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-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-backed term debt facilities, to finance our home acquisitions. See "—*Liquidity and Capital Resources — Debt and Financing Arrangements.*"

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 c our financial results and working capital requirements to reflect seasonal variations over time. However, other factors, including growth, market expansion and changes in observed, have obscured the impact of seasonality in our historical financials and we expect may continue to do so.

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 GAAP GAAP financial measures differently than other companies who report measures with similar titles and, as a result, the non-GAAP financial measures we report may not b

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 Gross Profit (Loss) and Contribution Profit (Loss) are useful financial measures for investors as they are supplemental measures used by management in evaluating unit l present the economics related to homes sold during a given period. We do so by including revenue generated from homes sold (and adjacent services) in the period and were recognized in prior periods, and excluding expenses related to homes that remain in inventory as of the end of the period. Contribution Profit (Loss) provides investo reporting period after considering home purchase 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 exclude, in connection with homes held in inventory at the end of the period, costs required to be recorded under GAAP in the same period. Accordingly, these measures reported under GAAP. We include a reconciliation of these measures to the most directly comparable GAAP financial measure, which is gross profit.

Adjusted Gross Profit (Loss) / Margin

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

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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 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 c
selling costs. The composition of our holding costs is described in the footnotes to the reconciliation table below. Contribution Margin is Contribution Profit (Loss) as a per

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 provide
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, which is the most directly compara

Th

Th

Th

(in millions, except percentages)

(in millions, except percentages)

(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

Adjustments:

Adjustments:

Adjustments:

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

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)

Adjusted Gross Profit (Loss)

Adjusted Gross Profit (Loss)

Adjusted Gross Profit (Loss)

Adjusted Gross Margin *Adjusted Gross Margin*

Adjusted Gross Margin

Adjusted Gross Margin

Adjustments:

Adjustments:

Adjustments:

Direct selling costs(4)

Direct selling costs(4)

Direct selling costs(4)

Holding costs on sales – Current Period(5)(6)

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)

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

(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,

(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 the underlying performance of companies in our industry. We believe these measures provide investors with meaningful period over period comparisons of our underlying revenue-generating operations, not aligned to related revenue, or not reflective of ongoing operating results that vary 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 also include inventory valuation adjustments that were recorded in prior periods under GAAP and exclude, in connection with homes held in inventory at the end of the pe period. These measures could differ substantially from similarly titled measures presented by other companies in our industry or companies in other industries. Accordingl our results as reported under GAAP. We include a reconciliation of these measures to the most directly comparable GAAP financial measure, which is net loss. (loss) inco

Adjusted Net Loss

We calculate Adjusted Net Loss as GAAP net loss (loss) income adjusted to exclude non-cash expenses of stock-based compensation, equity securities fair value ac related to our revenue-generating operations such as restructuring. It excludes loss (gain) loss on extinguishment of debt as these expenses or gains were incurred as a r facilities and the 0.25% convertible senior notes due in 2026 (the "2026 Notes") early; these expenses are not reflective of ongoing operating results and vary in frequency recorded under GAAP to the period in which the related revenue is recorded in order to improve the comparability of this measure to our non-GAAP financial measures of currently include the tax effects of the non-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 management uses to assess our operating performance and the operating leverage in our business. Adjusted EBITDA Margin is Adjusted EBITDA as a percentage of rev

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The following table presents a reconciliation of our Adjusted Net Loss and Adjusted EBITDA to our net loss, (loss) income, which is the most directly comparable GA

(in millions, except percentages)
(in millions, except percentages)

(in millions, except percentages)	(in millions, except percentages)
Revenue (GAAP)	
Revenue (GAAP)	
Revenue (GAAP)	
Net loss (GAAP)	
Net loss (GAAP)	
Net loss (GAAP)	
Adjustments:	
Adjustments:	
Net (loss) income (GAAP)	
Adjustments:	
Stock-based compensation	
Stock-based compensation	
Stock-based compensation	
Equity securities fair value adjustment(1)	
Equity securities fair value adjustment(1)	
Equity securities fair value adjustment(1)	
Intangibles amortization expense(2)	
Intangibles amortization expense(2)	
Intangibles amortization expense(2)	
Inventory valuation adjustment – Current Period(3)(4)	
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)	
Restructuring(6)	
Gain on extinguishment of debt	
Gain on extinguishment of debt	
Gain on extinguishment of debt	
Loss (gain) on extinguishment of debt	
Loss (gain) on extinguishment of debt	
Loss (gain) on extinguishment of debt	
Other(6)	
Other(7)	
Other(6)	
Other(7)	
Other(6)	
Other(7)	
Adjusted Net Loss	
Adjusted Net Loss	
Adjusted Net Loss	
Adjustments:	
Adjustments:	
Adjustments:	
Depreciation and amortization, excluding amortization of intangibles	
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
Property financing(8)
Other interest expense(9)
Interest income(10)
Income tax expense
Adjusted EBITDA
Adjusted EBITDA Margin *Adjusted EBITDA Margin*
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 and bonuses incurred in connection with employees' roles being eliminated.

(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

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

(8) (9) Includes amortization of debt issuance costs and loan origination fees, commitment fees, unused fees, other interest related costs on our asset-backed debt facil

(9) (10) 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 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 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 specific identification method when the property is sold. Real estate inventory is reviewed for valuation adjustments at least quarterly. If the carrying amount for a given ho of revenue and the home's carrying value is adjusted to its net realizable value. Additionally, for our revenue other than home sales revenue, cost of revenue consists of a as salaries, benefits, and stock-based compensation.

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
utilities, property taxes and maintenance, and expenses associated with product marketing, promotions and brand-building. Sales, marketing and operations expense als
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,
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
websites, tools, applications, and mobile apps that support our products. Technology and development expense also includes amortization of capitalized software develop

Restructuring Expense

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

(Loss) Gain on Extinguishment of Debt

Gain (Loss) 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
includes any gains or losses recognized in conjunction with the termination of debt facilities, partial debt extinguishments, and unamortized deferred costs associated with

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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
benchmark interest rates ("Benchmark Rates"), based on the secured overnight financing rate ("SOFR"), plus an applicable margin, which impact the interest incurred on
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
financing sources to include more cost-effective financing relative to our higher cost mezzanine term debt facilities.

Other Income — Net

Other income –— net consists primarily of interest income on our Cash and Restricted cash balances and from our investment in money market funds, time deposits
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
existing assets and liabilities. These differences are measured using the enacted statutory tax rates that are expected to apply to taxable income for the years in which dif
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
expectations and risks associated with estimates of future taxable income and ongoing tax planning strategies in assessing the need for a valuation allowance.

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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 March 31, Three Months Ended March 31, Three Months Ended March 31, Three Months Ended June 30, Three Months Ended June 30, Three Months Ended June 30,				Change in Change in						
(in thousands, except percentages)	(in thousands, except percentages)	2024		2023		$	%		(in thousands, except percentages)	2024		
Revenue	Revenue	$ 1,181	$	$3,120	$	$(1,939)	(62)	(62)		%		Revenue $
Cost of revenue	Cost of revenue	1,067	2,950	2,950	(1,883)	(1,883)		(64)		(64)	%	Cost of revenue
Gross profit	Gross profit	114	170	170	(56)	(56)		(33)		(33)	%	Gross profit
Operating expenses:												
Sales, marketing and operations												
Sales, marketing and operations												
Sales, marketing and operations		113	188	188	(75)	(75)		(40)		(40)	%	
General and administrative	General and administrative	47	66	66	(19)	(19)		(29)		(29)	%	General and administrative
Technology and development	Technology and development	41	40	40	1	1		3		3	%	Technology and development
Total operating expenses												
Total operating expenses												
Restructuring												
Restructuring												
Restructuring		—		10		(10)	(100) %					
Total operating expenses		201	294	294	(93)	(93)		(32)		(32)	%	Total operating exp
Loss from operations	Loss from operations	(87)	(124)	(124)	37	37		(30)		(30)	%	Loss from operatio
Gain on extinguishment of debt												
Gain on extinguishment of debt												
Gain on extinguishment of debt		—		78		(78)	(100) %					
(Loss) gain on extinguishment of debt												
(Loss) gain on extinguishment of debt												
(Loss) gain on extinguishment of debt		(1)		104		(105)	N/M					
Interest expense	Interest expense	(37)	(74)	(74)	37	37		(50)		(50)	%	Interest expense
Other income-net	Other income-net	15	19	19	(4)	(4)		(21)		(21)	%	Other income-net
Loss before income taxes		(109)		(101)		(8)	8 %					
(Loss) income before income taxes		(91)		24		(115)	(479) %					
Income tax expense	Income tax expense	—	—	—	—	—				N/M	N/M	Income tax exper
Net loss		$ (109)		$ (101)		$ (8)	8 %					

Net (loss) income	$ (92)	$ 23	$ (115)	(500) %

N/M - Not meaningful.

	Six Months End
	June 30,
(in thousands, except percentages)	2024
Revenue	$ 2,692
Cost of revenue	2,449
Gross profit	243
Operating expenses:	
Sales, marketing and operations	229
General and administrative	95
Technology and development	78
Restructuring	—
Total operating expenses	402
Loss from operations	(159)
(Loss) gain on extinguishment of debt	(1)
Interest expense	(67)
Other income-net	27
Loss before income taxes	(200)
Income tax expense	(1)
Net loss	$ (201)

N/M - Not meaningful.

Revenue

Revenue decreased by $1.9 billion, $465 million, or 62% 24%, for the three months ended March 31, 2024 June 30, 2024 compared to the three months ended March sales volumes in the first second quarter of 2024. We sold 3,078 4,078 homes during the three months ended March 31, 2024 June 30, 2024, compared to 8,274 5,383 ho decrease of 63% 24%. Revenue per home sold increased 2% 1% between the same periods. The decrease in sales volumes was primarily a result of lower resale clearar in three months ended June 30, 2024 compared to the third three months ended June 30, 2023. In addition the Company entered the second quarter of 2022 2024 with 5,

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inventory as compared to 6,261 homes in inventory at the start of the second quarter of 2023, representing a 9% decrease of homes available for resale. This reduction w quarter of 2022 via higher spreads embedded in our offers and lower marketing investment in reaction to volatility in the U.S. housing market.

Revenue decreased by $2.4 billion, or 47%, for the six months ended June 30, 2024 compared to the six months ended June 30, 2023. The decrease in revenue wa 7,156 homes during the six months ended June 30, 2024, compared to 13,657 homes during the six months ended June 30, 2023, representing a decrease of 48%. Reve volumes was primarily attributable to the slowdown in inventory acquisition pacing discussed above. The Company entered 2024 with 5,326 homes in inventory as compa homes available for resale.

Cost of Revenue and Gross Profit

Cost of revenue decreased by $1.9 billion, $445 million, or 64% 24%, for the three months ended March 31, 2024 June 30, 2024 compared to the three months endec attributable to lower sales volumes and a 2% decrease in cost of revenue per home, excluding valuation adjustments on homes in inventory at period end, due to the slow

Cost of revenue decreased by $2.3 billion, or 49%, for the six months ended June 30, 2024 compared to the six months ended June 30, 2023. The decrease in cost revenue per home, excluding valuation adjustments on homes in inventory at period end, due to the slowdown in inventory acquisition pacing as discussed above. In addi adjustments on homes in inventory at period end, which were $7 million for the three months ended March 31, 2024 compared to $23 million for the three months ended M price stabilization as well as higher spreads embedded in our home acquisition offers.

Gross profit decreased from $170 $149 million to $114 $129 million and gross margin increased from 5.4% 7.5% to 9.7% 8.5% for the three months ended March 31, periods, Adjusted Gross Margin increased from (3.3)% 0.4% to 8.8% 10.2% and Contribution Margin increased from (7.7) (4.6)% to 4.8% 6.3%. The increase in gross marg stabilization as well as higher spreads embedded in our acquisition offers beginning in the third quarter of 2022. The increase in gross profit is also attributable to a decrea $7 million Adjusted Gross Margin and Contribution Margin for the three months ended March 31, 2024 compared June 30, 2023 were impacted by the $156 million of inve in order to $23 reduce the carrying value of these homes to their net realizable value. Adjusted Gross Margin and Contribution Margin are non-GAAP financial measures. non-GAAP measures to their nearest comparable GAAP measures.

Gross profit decreased from $319 million to $243 million and gross margin increased from 6.3% to 9.0% for the three six months ended March 31, 2023. June 30, 202 increased from (1.9)% to 9.6% and Contribution Margin and increased from (6.5)% to 5.6%. The increase in gross margin, Adjusted Gross Margin and Contribution Margin acquisition offers beginning in the third quarter of 2022. Adjusted Gross Margin and Contribution Margin for the six months ended June 30, 2023 were impacted by the $4 the current period in order to reduce the carrying value of these homes to their net realizable value. Adjusted Gross Margin and Contribution Margin are non-GAAP financ reconciliation of such non-GAAP measures to their nearest comparable GAAP measures.

Operating Expenses

Sales, Marketing and Operations. Sales, marketing and operations decreased by $75 $8 million, or 40% 6%, for the three months ended March 31, 2024 June 30, 20 was primarily attributable to a $51 $15 million decrease in resale transaction costs and broker commissions, consistent with the 62% 24% decrease in revenue during the expense, which increased from $15 million for the three months ended June 30, 2023 to $21 million for the three months ended June 30, 2024.

Sales, marketing and operations decreased by $83 million, or 27%, for the six months ended June 30, 2024 compared to the six months ended June 30, 2023. The c and broker commissions, consistent with the 47% decrease in revenue during the same period. Property holding costs decreased by $13 million, consistent with decrease the same period, headcount expenses, including salaries and benefits, and contingent labor expenses decreased $11 million, which was largely attributable to workforce consistent at $27 million for the three months ended March 31, 2023 and March 31, 2024.

General and Administrative. General and administrative decreased by $19 million, or 29%, for the three months ended March 31, 2024 compared to the three month in stock-based compensation, which was primarily related to the forfeiture of certain executive restricted stock units ("RSUs"), including performance-based awards. Head primarily attributable to workforce reductions in 2023. In addition, depreciation expense decreased $2 million due to a decrease in fixed asset additions and an increase in

Technology and Development. Technology and development changed by a nominal amount for the three months ended March 31, 2024 compared to the three mont

Gain on Extinguishment of Debt

Gain on extinguishment of debt decreased by $78 million, or 100%, for the three months ended March 31, 2024 compared to the three months ended March 31, 202 resulted from the Company's partial repurchase of its 2026 Notes in March 2023 at a discount net of unamortized deferred costs associated with the 2026 Notes, partially

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decreased by $7 million, consistent with decreased inventory levels compared to the six months ended June 30, 2023. In addition, for the same period, headcount expens $14 million, which was largely attributable to workforce reductions and a reduction in contingent labor in 2023. Advertising expense increased $6 million, from $42 million 2024.

General and Administrative. General and administrative increased by $4 million, or 9%, for the three months ended June 30, 2024 compared to the three months end compensation during the three months ended June 30, 2023 due to the forfeiture of certain executive restricted stock units.

General and administrative decreased by $15 million, or 14%, for the six months ended June 30, 2024 compared to the six months ended June 30, 2023. The decrea assets become fully depreciated and we slow our pace of fixed asset additions. In addition, headcount expenses, including salaries and benefits, decreased $4 million pri

Technology and Development. Technology and development changed by a nominal amount for the three and six months ended June 30, 2024 compared to the three

Restructuring. Restructuring decreased by $10 million, for the three and six months ended June 30, 2024 compared to the three and six months ended June 30, 202 attributable to the Company's April 2023 workforce reduction of approximately 22% of our workforce or 560 employees.

(Loss) Gain on Extinguishment of Debt

(Loss) gain on extinguishment of debt decreased by $105 million, for the three months ended June 30, 2024 compared to the three months ended June 30, 2023. Th from the Company's partial repurchase of its 2026 Notes in May 2023 at a discount net of unamortized deferred costs associated with the 2026 Notes, partially offset by e three months ended June 30, 2024, therefore there was no corresponding gain or loss.

(Loss) gain on extinguishment of debt decreased by $183 million, for the six months ended June 30, 2024 compared to the six months ended June 30, 2023. The ga Company's partial repurchase of its 2026 Notes in March and May 2023 at a discount net of unamortized deferred costs associated with the 2026 Notes, partially offset by

Interest Expense

Interest expense decreased by $37 million $23 million, or 50% 43%, for the three months ended March 31, 2024 June 30, 2024 compared to the three months ended decrease in average balances in our non-recourse asset-backed debt as well as a reduction in our weighted average interest rate as a result of a partial repayment of our facilities.

Interest expense decreased by $60 million, or 47%, for the six months ended June 30, 2024 compared to the six months ended June 30, 2023. The decrease was pr
asset-backed debt as well as a reduction in our weighted average interest rate as a result of a partial repayment of our outstanding mezzanine debt and repayment of all f

Other Income — Net

Other income –— net decreased by $4 million $29 million, or 21% 71%, for the three months ended March 31, 2024 June 30, 2024 compared to the three months end
fair value adjustments on marketable securities and to lower interest income due to a reduction in the average cash, cash equivalents and restricted cash balances.

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Other income — net decreased by $33 million, or 55%, for the six months ended June 30, 2024 compared to the six months ended June 30, 2023. The decrease wa
to lower interest income due to a reduction in the average cash, cash equivalents and restricted cash balances.

Income Tax Expense

Income tax expense changed by a nominal amount for the three and six months ended March 31, 2024 June 30, 2024 compared to the three and six months ended

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 March 31, 2024 June 30, 2024,
$333 $121 million, and marketable securities of $37 $19 million. The decline decrease in our cash, cash equivalents and marketable securities balance of $78 $259 million
an increase in real estate inventory. The decrease in our restricted cash balance of $208 $420 million as compared to December 31, 2023 was primarily a result of the $1
non-recourse asset-backed debt.

As of March 31, 2024 June 30, 2024, the Company had total outstanding balances on our asset-backed debt of $2.1 billion and aggregate principal outstanding from
of $6.0 $4.9 billion under our non-recourse asset-backed debt facilities (as described further below), of which $400 $238 million was committed.

During the year ended December 31, 2023, the Company entered into separate, privately negotiated transactions to repurchase a portion of the outstanding 2026 No
aggregate principal amount of our 2026 Notes as further described in "*Part I – Item 1. Financial Statements – Notes to Condensed Consolidated Financial Statements –* N
Report on Form 10-Q. As market conditions warrant, we may, from time to time, repurchase additional outstanding debt securities in the open market, in privately negotiat
if any, will 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 comm
be material.

In May 2024, the Company entered into an at-the-market equity offering sales agreement (the "ATM Agreement") with Barclays Capital Inc. and Virtu Americas LLC,
time to time, through the Agents, shares of the Company's common stock having an aggregate offering price of up to $200 million. Under the ATM Agreement, the Agents
three and six months ended June 30, 2024, there was no activity pursuant to the ATM Agreement.

We have incurred losses from inception through March 31, 2024 June 30, 2024, with the exception of net income during the three months ended March 31, 2022 and
future. Our ability to service our debt and fund working capital, business operations and capital expenditures will depend on our ability to generate cash from operating act
acquisition financing on reasonable terms, which is subject to factors beyond our control, including potential economic recession, rising interest rates, inflation and genera

Our working capital requirements may increase should our inventory balance increase. We believe our cash, cash equivalents and marketable securities, together wi
meet our working capital and capital expenditure requirements for a period of at least 12 months from the date of this Quarterly Report on Form 10-Q.

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Debt and Financing Arrangements

Our financing activities include: short-term borrowings under our asset-backed senior revolving credit facilities; the issuance of long-term asset-backed senior term d
equity. Historically, we have required access to external financing resources in order to fund growth, expansion into new markets and strategic initiatives and we expect th
outside our control, 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
intensive and maintaining adequate liquidity and capital resources is needed as we continue to scale and accumulate additional inventory. We intend to actively manage c
efficiency and cost of funds, but there can be no assurance that we will be able to obtain sufficient capital for our business or to do so on acceptable financial and other te

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
The terms of our inventory financing facilities require an Opendoor subsidiary to comply with customary financial covenants, such as maintaining certain levels of liquidity,
2024 June 30, 2024, the Company was in compliance with all financial covenants.

(Tabular amounts in millions, except share and per share data and ratios, or as not

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-relevant financing arrangements, except for limited guarantees provided by an Opendoor subsidiary for certain obligations in situations involving "bad acts" by an Opendo

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 properties upon acquisition. The maximum initial advance rates vary by facility and generally decrease on a fixed timeline that varies by facility based on the length of time 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 seasonality, timing of property acquisitions and resales, and the outstanding loan balances under our asset-backed term debt facilities.

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The following table summarizes certain details related to our non-recourse asset-backed debt and other secured borrowings as of March 31, 2024 June 30, 2024 (in

		Outstanding Amount				
March 31, 2024						
March 31, 2024						
March 31, 2024	**Borrowing Capacity**	**Current**	**Non-Current**	**Weighted Average Interest Rate**	**End of Revolving / Withdrawal Period**	**Final Maturity Date**
June 30, 2024						
June 30, 2024						
June 30, 2024	**Borrowing Capacity**	**Current**	**Non-Current**	**Weighted Average Interest Rate**	**End of Revolving / Withdrawal Period**	**Final Maturity Date**
Non-Recourse Asset-backed Debt:						
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	$	1,000	$	$	—	$	$	—	—	—	%	June 30, 2025	$	1,000	$	$	—	$
Revolving Facility 2018-3	Revolving Facility 2018-3	1,000	—	—	—	—	—	— %	September 29, 2026	Revolving Facility 2018-3	1,000	162	162					
Revolving Facility 2019-1	Revolving Facility 2019-1	300	—	—	—	—	—	— %	August 15, 2025	Revolving Facility 2019-1	300	—	—					
Revolving Facility 2019-2	Revolving Facility 2019-2	550	—	—	—	—	—	— %	October 3, 2025	October 2, 2026	Revolving Facility 2019-2	550	—					

Revolving Facility 2019-3	Revolving Facility 2019-3	925	—	—	—	—	—	— %		April 5, 2024	Revolving Facility 2019-3	100	53	53
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		100	—	—	100	100	3.48	3.48 %	January 2, 2025	April 1, 2025		100	100	10
Term Debt Facility 2021-S2	Term Debt Facility 2021-S2	400	—	—	300	300	3.20	3.20 %	September 10, 2025	March 10, 2026	Term Debt Facility 2021-S2	400	—	
Term Debt Facility 2021-S3	Term Debt Facility 2021-S3	1,000	—	—	750	750	3.75	3.75 %	January 31, 2027	July 31, 2027	Term Debt Facility 2021-S3	1,000	—	
Term Debt Facility 2022-S1	Term Debt Facility 2022-S1	250	—	—	250	250	4.07	4.07 %	March 1, 2025	September 1, 2025	Term Debt Facility 2022-S1	250	—	
Total														
Total														
Total														
Issuance Costs														
Issuance Costs														
Issuance Costs														
Carrying Value														
Carrying Value														
Carrying Value														
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		2,000	—	—	500	500	10.00	10.00 %	April 1, 2025	April 1, 2026		1,800	—	—
Term Debt Facility 2022-M1	Term Debt Facility 2022-M1	500	—	—	150	150	10.00	10.00 %	September 15, 2025	September 15, 2026	Term Debt Facility 2022-M1	500	—	
Total														
Issuance Costs														
Issuance Costs														
Issuance Costs														

Carrying Value

Carrying Value

Carrying Value

Total Non-Recourse Asset-backed Debt

Total Non-Recourse Asset-backed Debt

Total Non-Recourse Asset-backed Debt

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 fully committed and any borrowings above the committed amounts are subject to the applicable lender's discretion. As of March 31, 2024 June 30, 2024, we had committe $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 options that are subject to lender approval that are not reflected in the table above. On April 4, 2024, the Company entered into an amendment to Revolving Facility 2019- 4, 2025 and a final maturity date of April 3, 2026, which is inclusive 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 current or non-current liabilities in our condensed consolidated balance sheets. sheets based on the applicable final mat $11 $9 million. In 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 As of June 30, 2024, we had committed borrowing capacity with respect to asset-backed senior term debt facilities of $1.4 billion.

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above the committed amounts are subject to the applicable lender's discretion. As of March 31, 2024, we had committed borrowing capacity with respect to asset-backed

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 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 amounts under the asset-backed mezzanine term debt facilities as reflected in the table are not fully committed and any borrowing above the committed amounts are subj committed borrowing capacity with respect to asset-backed mezzanine term debt facilities of $650 $450 million.

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

March 31, 2024	Remaining Aggregate Principal Amount	Unamortized Deb
June 30, 2024	Remaining Aggregate Principal Amount	Unamortized Deb
2026 Notes		

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

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 the various variable interest entities ("VIE") within these financing structures and consolidates these VIEs. See "*Part I – Item 1. Financial Statements – Notes to Condense* 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 are not VIEs, as of March 31, 2024 June 30, 2024 (in millions):

	VIE	VIE
CURRENT ASSETS:		
Cash and cash equivalents		
Cash and cash equivalents		
Cash and cash equivalents		
Restricted cash		
Marketable securities		
Escrow receivable		
Real estate inventory		
Real estate inventory		
Real estate inventory		
Inventory valuation adjustment		
Real estate inventory, net		
Other current assets		
Total current assets		
OTHER ASSETS		
OTHER ASSETS		
OTHER ASSETS		
TOTAL ASSETS		
CURRENT LIABILITIES:		
CURRENT LIABILITIES:		
CURRENT LIABILITIES:		
Current asset-backed senior revolving credit		
Current asset-backed senior revolving credit		
Current asset-backed senior revolving credit		
Current asset-backed senior term debt		
Other current liabilities		
Other current liabilities		
Other current liabilities		
Total current liabilities		
Non-current asset-backed mezzanine term debt		
Non-current asset-backed senior term debt		
CONVERTIBLE SENIOR NOTES		
CONVERTIBLE SENIOR NOTES		
CONVERTIBLE SENIOR NOTES		
LEASE LIABILITIES – Net of current portion		
OTHER LIABILITIES		
TOTAL LIABILITIES		
SHAREHOLDERS' EQUITY:		
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, $66 $4 $2 million; and Other Assets, $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 Liabilities –— Current, $4 million.

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Cash Flows

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

(in millions)	(in millions)	2024
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 Operating Activities

Net cash (used in) provided by operating activities was $(178) $(577) million and $2.2 $3.1 billion for the three six months ended March 31, 2024 June 30, 2024 and 2 used in operating activities was primarily driven by the $114 $498 million increase in real estate inventory and our net loss, net of non-cash items, of $49 $57 million. For th activities was primarily driven by the $2.3 $3.3 billion decrease in real estate inventory. inventory, partially offset by our net loss, net of non-cash items, of $125 million.

Net Cash Provided by Investing Activities

Net cash provided by investing activities was $22 $31 million and $30 $45 million for the three six months ended March 31, 2024 June 30, 2024 and 2023, respectivel investing activities primarily consisted of a net decrease in marketable securities of $30 $47 million, partially offset by an $8 $16 million increase in property and equipmen months ended March 31, 2023 June 30, 2023, cash provided by investing activities primarily consisted of a decrease in marketable securities of $38 $61 million, partially o related to the capitalization of internally developed software.

Net Cash Used in Financing Activities

Net cash used in financing activities was $98 $83 million and $1.3 $2.1 billion for the three six months ended March 31, 2024 June 30, 2024 and 2023, respectively. F activities was primarily attributable to $100 $85 million net principal payments on non-recourse asset-backed debt. For the three six months ended March 31, 2023 June 30 $1.2 $1.9 billion net principal payments on non-recourse asset-backed debt. debt as well as $270 million related to the partial repurchase of the 2026 Notes.

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

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

(in millions)	Total	Less than 1 year
Senior and mezzanine term debt facilities(1)	$ 2,317	$ 116
Convertible senior notes(2)	383	1
Operating lease(3)	33	7
Purchase commitments(4)	906	906
Total	$ 3,639	$ 1,030

(in millions)	Total	Less than 1 year
Senior revolving credit facilities(1)	$ 219	$ 219
Senior and mezzanine term debt facilities(2)	2,053	196
Convertible senior notes(3)	383	1
Operating lease(4)	34	7
Purchase commitments(5)	607	607
Total	$ 3,296	$ 1,030

(1) Represents the principal amounts outstanding as of March 31, 2024 June 30, 2024. Includes estimated interest payments, calculated using the variable rate in existen
revolving credit facilities are payable as the related inventory is sold. The payment is expected to be within one year of June 30, 2024.

(2) Represents the principal amounts outstanding as of June 30, 2024 and estimated interest payments assuming the principal balances remain outstanding until maturity
discussed above.

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

(3) (4) Represents future payments for long-term operating leases that have commenced, or have been executed but not yet commenced, as of March 31, 2024 June 30, 2

(4) (5) As of March 31, 2024 June 30, 2024, we were under contract to purchase 2,611 1,793 homes for an aggregate purchase price of $906 $607 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 judgments that affect the reported amounts of assets and liabilities and related disclosure of contingent assets and liabilities, revenue, and expenses at the date of the fina various other assumptions in accordance with GAAP that we believe to be reasonable under the circumstances. Actual results may differ from these estimates under diffe

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 material impact on the condensed consolidated financial statements. Based on this definition, critical accounting policies and estimates are discussed in "*Part II – Item 7.* *– Critical Accounting Policies and Estimates*" in the Annual Report on Form 10-K for the year ended December 31, 2023. There have been no significant changes to these have other key accounting policies and estimates that are described in "*Part I – Item 1. Financial Statements – Notes to Condensed Consolidated Financial Statements –* 10-Q.

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 exposure to inflationary pres

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 March 31, 2024 June 30, 2024, the Cor which was based on a fixed rate with an average duration of 2.4 years. 2.2 years and the remaining 10% of which was based on a floating rate. Total fixed property financi $32 million. $58 million, of which $57 million was fixed and $1 million was floating. As of March 31, 2024 and December 31, 2023, 100% of our June 30, 2024 we had outs rates. Accordingly, we estimate 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 of $215 million which bear interest at floating benchmark reference rate Accordingly, fluctuations in market interest rates may increase or decrease our interest expense. We may use interest rate cap derivatives, interest rate swaps or other int respect to our variable floating rate debt. Many of our floating rate debt facilities also had have benchmark rate floors. Assuming no change in the outstanding borrowings benchmark rates would increase our annual interest expense by approximately $2 million as of June 30, 2024.

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 appropriately considering them in our pricing and operational models. However, if our costs were to become subject to significant incremental inflationary pressure, we ma pricing methodology. Our inability to do so could harm our business, results of operations and financial condition.

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 *and Results of Operations – Current Housing Environment*" for a discussion of the impact of the increased federal funds rate on mortgage interest rates and our business.

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 In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment i

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 the end of the period covered by this Quarterly Report on Form 10-Q. Based on the evaluation, our Chief Executive Officer and Interim Chief Financial Officer concluded t assurance level as of March 31, 2024 June 30, 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 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.

The information required by this Item 1 is incorporated herein by reference to the discussion in *Part I – Item 1. Financial Statements – Notes to Condensed Consolid*

In addition to the legal matters referenced above, we are currently and have in the past been subject to legal proceedings and regulatory actions in the ordinary cour such matters will have a material effect on our financial condition, results of operations or cash flows. In the future, we may be subject to further legal proceedings and reg such proceeding or matter will have a material effect on our financial condition, results of operations or cash flows.

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 ended December 31, 2023 (the "Annual Report"), as well as the other information in this Quarterly Report on Form 10-Q, including our financial statements and related no of Operations," before deciding whether to invest in our common stock. Any of the risk factors we described in "Part I – Item 1A. Risk Factors," in our Annual Report or in s business, financial condition, results of operations, and prospects. The market price of shares of our common stock could decline, possibly significantly or permanently, if are forward-looking statements. See "Forward-Looking Statements."

There have been no material changes to the Company's our 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.

None.

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
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

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	10.1 #	Opendoor Technologies Inc. Executive Severance Plan		*
	10.2 #	Form of Performance Restricted Stock Unit Grant Notice and Performance Restricted Stock Unit Agreement under 2020 Incentive Award Plan		*
	31.1			
	31.1			
31.1	31.1		Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	*
31.2	31.2		Certification of Interim Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	*
32.1	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	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	101.SCH		Inline XBRL Taxonomy Extension Schema Document.	*
101.CAL	101.CAL		Inline XBRL Taxonomy Extension Calculation Linkbase Document.	*
101.DEF	101.DEF		Inline XBRL Taxonomy Extension Definition Linkbase Document.	*
101.LAB	101.LAB		Inline XBRL Taxonomy Extension Label Linkbase Document.	*
101.PRE	101.PRE		Inline XBRL Taxonomy Extension Presentation Linkbase Document.	*
104	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 TECHNOLOG

Date:	May 02, August 01, 2024	By:	/s/ Carrie Wheele
			Name:
			Title:
Date:	May 02, August 01, 2024	By:	/s/ Christina Schw
			Name:
			Title:

OPENDOOR TECHNOLOGIES INC. EXECUTIVE SEVERANCE PL

The purpose of this Opendoor Technologies Inc. Executive Severance Plan (the "Plan") is to encourage employees of Opendoor Technolo to remain in the employ of the Employer (defined below) by providing, among other things, severance protections to such employees in the e 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 control with, such individual or entity. For purposes of this definition, "control," when used with respect to any person or entity, means the po or indirectly, whether through ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meani

1.2 "Base Salary" means a Participant's annual base salary at the rate in effect on the Severance Date (disregarding any de

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 Seve Participant and the Employer or the Company, or in any written bonus plan, program or arrangement approved by the Board or the Committ bonus for such fiscal year in which the Severance Date occurs that is payable based on achievement of performance targets over both a se "Bonus" shall mean the Participant's target bonus amount for the annual performance period.

1.5 "Cause" with respect to a Participant shall have the meaning set forth in such Participant's offer letter agreement, e absence of such agreement, or if such agreement does not have a definition of "Cause," shall mean: (A) the Participant's commission of a turpitude, (B) the Participant's engaging in any act of fraud or embezzlement, whether or not related to the business of the Company, or any (C) any material breach by the Participant of any offer letter agreement, employment agreement or similar agreement with the Employe Agreement or similar agreement or of any material written 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 Partici than any such failure resulting from the Participant's incapacity due to physical or mental illness), after written demand for substantial perform the manner in which the Company believes the Participant has not substantially performed the Participant's duties, which is not cured within Company; (E) the willful engaging by the Participant in misconduct or gross neglect (including any conduct that is in violation of the writ Company, monetarily, in reputation or otherwise; or (F) any other intentional act causing material damage to the Company's business, propert

1.6 "Change in Control" shall have the meaning given to such term in the Company's 2020 Incentive Award Plan. Notwiths with respect to any amount which constitutes or provides for the deferral of compensation and is subject to Section 409A, the transaction or e event," as defined in Treasury Regulation Section 1.409A-3(i)(5) to the extent required by Section 409A.

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

1.8 "CIC Severance Period" means a period commencing on the Participant's Severance Date and ending (i) in the case o 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 A Award Plan.

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

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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 agreement absence of such agreement, or if such agreement does not have a definition of "Good Reason," means the occurrence of any of the follow Company or its successor of more than 20% in the Participant's rate of annual base salary, unless such reduction is in connection with and pr the Company; (b) a material reduction in the Participant's job responsibilities, duties or authority (provided that a mere change in title to ar position shall not constitute a material reduction in job responsibilities, duty or authority); or (c) a change in the geographic location of the Pa from the Participant's current principal place of employment. Notwithstanding the foregoing, Good Reason shall not exist unless, within 30 day in good faith to constitute Good Reason, the Participant delivers written notice to the Company setting forth with specificity such circumst Company shall have failed to cure any claimed event of Good Reason (if capable of cure) within 30 days after receipt of such notice, and th than 30 days following the expiration of the Company's cure period.

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

1.19 "Partial Acceleration Period" means a period commencing on the Severance Date and ending, (i) in the case of any Tie any Tier 2 Executive, 6 months from the Severance Date, or, if the Participant has been employed with the Employer for less than 12 months,

1.20 "Participant" shall mean the executives of the Company at an employment level of E3 or above designated by the C Executive" and who have executed and returned to the Committee the Notice of Participation in the form attached hereto as Appendix A.

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 num Participant was employed by the Employer and the denominator of which is 365, less (b) if the Participant is eligible for an annual perform occurs that is payable based on achievement of performance targets over both a semi-annual performance period and an annual performanc 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 any 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 Part entitled to receive, in addition to any accrued salary and paid time off, the following payments and benefits:

(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 practices, commencing on the first Employer payroll date on or following the 60th day following the Severance Date. The first payment shall in otherwise been payable following the Severance Date and prior to such date of the first payment;

(b) Health Benefits Continuation. If the Participant timely elects to receive continued medical, dental or vision cover plans pursuant to COBRA, then the Employer shall directly pay, or reimburse the Participant for, the COBRA premiums for the Participar commencing on the Participant's Severance Date and ending upon the earliest of (X) the

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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 for dental or vision coverage, as applicable, from a subsequent employer. Notwithstanding the foregoing, if the Employer determines in its sol violating applicable law (including, without limitation, Section 2716 of the Public Health Service Act) or incurring an excise tax, the Employer 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 covered Date (which amount shall be based on the premium for the first month of COBRA coverage), which payments shall commence in the month 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 c

(c) Equity Acceleration. The Participant's then-outstanding equity awards granted under any of the Company Equ become fully vested as of the Severance Date. For the avoidance of doubt, any equity awards that vest in whole or in part based on the attai the applicable equity award agreement. Nothing in this clause (c) shall be construed to limit any more favorable vesting applicable to Partici agreements under which the equity awards were granted.

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

(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 commencing on the first Employer payroll date on or following the 60th day following the Severance Date. The first payment shall include any payable following the Severance Date and prior to such date of the first payment;

(b) Health Benefits Continuation. If the Participant timely elects to receive continued medical, dental or vision cover plans pursuant to COBRA, then the Employer shall directly pay, or reimburse the Participant for, the COBRA premiums for the Participant and his or her covered dependents under such pl ending upon the earliest of (X) 12 months from the Severance Date, (Y) the date that the Participant and/or his or her covered dependents b eligible to receive medical, dental or vision coverage, as applicable, from a subsequent employer. Notwithstanding the foregoing, if the Em benefit without potentially violating applicable law (including, without limitation, Section 2716 of the Public Health Service Act) or incurring a taxable monthly payment in an amount equal to the monthly COBRA premium that the Participant would be required to pay to continue his or the Participant's Severance Date (which amount shall be based on the premium for the first month of COBRA coverage), which payments Date occurs and shall end on the earlier of (X) 12 months from the Participant's Severance Date, or (Y) the date the Participant become eligib

(c) Equity Acceleration. The portion of the Participant's then-outstanding equity awards granted under any of t requirements that would otherwise vest within the Partial Acceleration Period shall become fully vested as of the Severance Date. For the a the attainment of performance-vesting conditions shall be governed by the terms of the applicable equity award agreement. Nothing in this cl Participant's equity awards under the Company Equity Plans or the equity award 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 experiences a termination of employment that entitles such Participant to severance payments and/or benefits under the terms of such Emplo and/or benefits pursuant the Employment Agreement and not pursuant to the Plan, unless the Plan would provide more favorable benefits to case shall payments or benefits received under this Plan and an Employment 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 mitigate a

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 Participan claims in favor of the Company on the Company's standard form of release of claims for executives (which shall not include additional

restrictive covenants) (the "Release") on or before the 21st day following the Participant's receipt of the Release from the Company, whi Severance Date, or in the event that the Participant's Qualifying Termination is "in connection with an exit incentive or other employment te Employment Act of 1967, as amended), on or before the 45th day following the Participant's receipt of the Release from the Company, as the

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

2.7 Return of Company Property. A Participant's right to receive and/or retain the severance payments and benefits payable of all Company documents (and all copies thereof) and other Company property (in each case, whether physical, electronic or otherwise) in t

2.8 Cooperation. By accepting the severance payments and benefits payable under the Plan, subject to the Participant's cooperate (but only truthfully) with the Employer and the Company and provide information as to matters which the Participant was personal the Employer and which are or become the subject of litigation or other dispute.

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 or distributed or distributable pursuant to the terms of this Plan (all such payments and benefits, including the payments and benefits under Se would be subject (in whole or in part) to the excise tax imposed by Section 4999 of the Code (the "Excise Tax"), then the Total Payments sha extent necessary to avoid the imposition of the Excise Tax on the Total Payments, but only if (i) the net amount of such Total Payments, as income and employment taxes on such reduced Total Payments and after taking into account the phase out of itemized deductions and per than or equal to (ii) the net amount of such Total Payments without such reduction (but after subtracting the net amount of federal, state a amount of the Excise Tax to which the Participant would be subject in respect of such unreduced Total Payments and after taking into 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 basis of any non-cash severance payments or benefits that are exempt from Section 409A, and (iii) reduction of any payments or benefits oth that complies with Section 409A; provided, in case of clauses (ii) and (iii), that reduction of any payments attributable to the acceleration of v awards that would otherwise vest last in time.

(c) All determinations regarding the application of this Section 2.9 shall be made by an accounting firm or consulting of Section 280G of the Code and the Excise Tax selected by the Company (the "Independent Advisors"). For purposes of determinations, opinion of the Independent Advisors, (i) does not constitute a "parachute payment" within the meaning of Section 280G(b)(2) of the Code (in reasonable compensation for services actually rendered, within the meaning of Section 280G(b)(4)(B) of the Code, in excess of the "base reasonable compensation. The costs of obtaining such determination and all related fees and expenses (including related fees and expenses

In the event it is later determined that a greater reduction in the Total Payments should have been made to implemen 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 regulation 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 designat

3.3 The Committee is empowered to engage accountants, legal counsel and such other personnel as it deems necessary o functions of any such persons engaged by the Committee shall be limited to the specified services and duties for which they are engaged, a under the Plan. Such persons shall exercise no discretionary authority or discretionary control respecting the management of the Plan. All rea

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

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not be terminated and (b) the Plan may not be amended if such amendment would in any manner be adverse to the interests of a amendment, as applied to such Participant. For the avoidance of doubt, (a) any action taken by the Company or the Committee to cau the benefits under the Plan for which a Participant is eligible, and (b) any amendment to this Section 4 within the 12-month period fo which is adverse to the interests of any Participant.

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 w specified) mailed by United States certified or registered mail, return receipt requested, postage prepaid, addressed as follows:

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 otherwise, including without limitation by execution, levy, garnishment, attachment, pledge or in any manner; no attempted assignment or tr under the Plan shall be liable for, or subject to, any obligation or liability of such Participant. When a payment is due under this Plan to a seve made directly to his or her legal guardian or personal representative.

6.2 If any provision of this Plan shall be held invalid or unenforceable, such invalidity or unenforceability shall not affect any 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 suc consolidation, liquidation or otherwise) to all or substantially all of the Company's business and/or assets shall assume and perform the obliga and be binding upon the heirs, executors, administrators, successors and assigns of the Participant,

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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 he otherwise provided herein, shall be paid in accordance with the terms of this Plan to the executor, personal representative or administrators of

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

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

6.6 This Plan shall be construed and enforced according to the laws of the State of Delaware to the extent not preempted by

6.7 The Company and any of its Affiliates may deduct and withhold from any amounts payable under this Plan such federal to any applicable law or regulation. All benefits hereunder shall be reduced by applicable withholding and shall be subject to applicable tax rep

6.8 The Plan, as a "severance pay arrangement" within the meaning of Section 3(2)(B)(i) of ERISA, is intended to be exce plan" set forth under section 3(2) of ERISA, and is intended to meet the descriptive requirements of a plan constituting a "severance pay pla 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, ar Retraining Notification Act and any similar obligations that the Employer may have under any successor severance pay statute.

6.10 Section 409A.

(a) The payments and benefits under this Plan are intended to comply with or be exempt from Section 409A of guidance issued thereunder (together, "Section 409A") and, accordingly, to the maximum extent permitted, this Plan shall be interpreted to be contrary, the Committee may (without any obligation to do so or to indemnify the Participant for failure to do so) (A) adopt such amendr amendments, policies and procedures with retroactive effect) that it determines to be necessary or appropriate to preserve the intended tax tr benefits provided by this Plan or the economic benefits of this Plan and (B) take such other actions it determines to be necessary or appro comply with the requirements of Section 409A and thereby avoid the application of penalty taxes thereunder.

(b) Notwithstanding anything in this Plan to the contrary, any payments subject to Section 409A that are subject to exe calendar year following the calendar year in which the payment event (such as termination of employment) occurs shall commence payment release revocation period ends, as necessary to comply with Section 409A. All payments of nonqualified deferred compensation subject to S may only be made upon the Participant's "separation from service" 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 time o purposes of Section 409A, to the extent delayed commencement of any portion of the benefits to which the Participant is entitled under thi 409A, such portion of the Participant's benefits will not be provided to the Participant prior to the earlier of (i) the expiration of the six-month p or (ii) the date of the Participant's death. As promptly as possible following the expiration of the applicable Section 409A period, all payments lump sum to a Participant (or the Participant's estate), and any remaining payments due to the Participant under this Plan will be paid as othe

(d) A Participant's right to receive any installment payments under this Plan shall be treated as a right to receive a ser 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 not d

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 herel 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:

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OPENDOOR TECHNOLOGIES INC.
2020 INCENTIVE AWARD PLAN

PERFORMANCE RESTRICTED STOCK UNIT GRANT NOTICE

Opendoor Technologies Inc., a Delaware corporation (the "***Company***"), has granted to the participant listed below ("***Participant***") the Performanc Stock Unit Grant Notice (this "***Grant Notice***"), subject to the terms and conditions of the Opendoor Technologies Inc. 2020 Incentive Award Plan (as an Agreement attached hereto as **Exhibit A** (the "***Agreement***"), both of which are incorporated into this Grant Notice by reference. Capitalized terms not spe them in the Plan.

Participant:
Grant Date:
Target Number of PRSUs:
Vesting Commencement Date:
Vesting Schedule: Subject to the terms of the Performance Restricted Stock Unit Agre

By accepting (whether in writing, electronically or otherwise) the PRSUs, Participant agrees to be bound by the terms of this Grant Notice, the Plar Agreement in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Grant Notice and fully understands all provisior accept as binding, conclusive and final all decisions or interpretations of the Administrator upon any questions arising under the Plan, this Grant Notice or t

OPENDOOR TECHNOLOGIES INC.	**PARTICIPANT**
By:	
Name:	[Participant Name]
Title:	

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 "***Grant*** Agreement. Participant will have no right to the distribution of any Shares until the time (if ever) the PRSUs have vested.

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 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 woulc has accumulated. In the event of Participant's Termination of Service for any reason, all unvested PRSUs will immediately and automatically be cancelle agreement between Participant and the Company that specifically provides that it is intended to supersede the terms of this 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 later occurs.

(b) Notwithstanding the foregoing, the Company may delay any payment under this Agreement that the Company reasonably determin determines the making of the payment will not cause such a violation (in accordance with Treasury Regulation Section 1.409A-2(b)(7)(ii)); provided the 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 consequenc Agreement. Participant is relying solely on such advisors and not on any statements or representations of the 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 event creating the tax liability. In this regard, Participant authorizes the Company, or their respective agents, at their discretion, to satisfy their withholding c of the Plan.

(b) Participant acknowledges that Participant is ultimately liable and responsible for all taxes owed in connection with the PRSUs, regarc withholding obligations that arise in connection with the PRSUs. Neither the Company nor any Subsidiary makes any representation or undertaking regar or payment of the PRSUs or the subsequent sale of Shares. The Company and its Subsidiaries do not commit and are under no obligation to structure the

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 tern

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 then-current email address or facsimile number. Any notice to be given under the terms of this Agreement to Participant must be in writing and addressed Participant's last known mailing address, email address or facsimile number in the Company's personnel files. By a notice given pursuant to this Section, Any notice will be deemed duly given when actually received, when sent by email, when sent by certified mail (return receipt requested) and deposited wit United States Postal Service, when delivered by a nationally recognized express shipping company or upon receipt of a facsimile transmission confirmatio

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 will be deemed amended as necessary to conform to Applicable Laws.

4.5 Successors and Assigns. The Company may assign any of its rights under this Agreement to single or multiple assignees, and this Agreement the restrictions on transfer set forth in this Agreement or the Plan, this Agreement will be binding upon and inure to the benefit of the heirs, legatees, legal

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

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exemptive rule under Section 16 of the Exchange Act (including any amendment to Rule 16b-3) that are requirements for the application of such exem 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 part 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 sev 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 and may not be construed as creating a trust. Neither the Plan nor any underlying program, in and of itself, has any assets. Participant will have only th credited and benefits payable, if any, with respect to the PRSUs, and rights no greater than the right to receive the Shares as a general unsecured cred 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 the e any way the rights of the Company and its Subsidiaries, which rights are hereby expressly reserved, to discharge or terminate the services of Participant expressly provided otherwise in a written agreement between the Company or a Subsidiary and Participant.

4.11 Counterparts. The Grant Notice may be executed in one or more counterparts, including by way of any electronic signature, subject to Appli 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 Administr and conditions as the Administrator shall determine, including, without limitation, restrictions on the transferability, repurchase rights, the right of the Co rights of first refusal, tag-along rights, bring-along rights, redemption and co-sale rights and voting requirements. Such terms and conditions may be addit be contained in an exercise notice, securityholders' agreement or in such other agreement as the Administrator shall determine, in each case in a form such Shares on the Participant's consent to such terms and conditions and the Participant's entering into such agreement or agreements.

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TO PERFORMANCE RESTRICTED STOCK UNIT AWARD GRANT NOTI

PERFORMANCE RESTRICTED STOCK UNIT AWARD AGREEMENT
VESTING SCHEDULE

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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 OI

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, 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 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: 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 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 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 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 (th 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 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 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: May 02, August 01, 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 OI

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, 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 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: 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 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 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 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 (th 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 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 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: May 02, August 01, 2024

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

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

In connection with the Quarterly Report on Form 10-Q of Opendoor Technologies Inc. (the "Company") for the period ended March 31, 2024 June 30, 2024 as filed with th undersigned, Carrie Wheeler, Chief Executive Officer of the Company, and Christina Schwartz, Interim Chief Financial Officer of the Company, each certifies, pursuant to 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:	May 02, August 01, 2024	By:	/s/ Carrie Wheeler
			Carrie Wheeler
			Chief Executive Officer
			(Principal Financial Executive Officer)
Date:	May 02, August 01, 2024	By:	/s/ Christina Schwartz
			Christina Schwartz
			Interim Chief Financial Officer
			(Principal Financial and Accounting Off