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For investors outside the United States: neither we nor the underwriters have done anything that would permit this offering or possession or distribution of this prospectus or any free writing prospectus we may provide to you in connection with this offering in any jurisdiction where action for that purpose is required, other than in the United States. You are required to inform yourselves about and to observe any restrictions relating to this offering and the distribution of this prospectus and any such free writing prospectus outside of the United States.

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Through and including August 30, 2020 (the 25th day after the date of this prospectus), all dealers effecting transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to a dealer's obligation to deliver a prospectus when acting as an underwriter and with respect to an unsold allotment or subscription.

We have not, and the underwriters have not, authorized anyone to provide any information or to make any representations other than those contained in this prospectus or in any free writing prospectuses we have prepared. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give to you. This prospectus is an offer to sell only the shares offered hereby, and only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is current only as of the date hereof, regardless of the time of delivery of this prospectus or of any sale of the shares of Class A common stock. Our business, financial condition, results of operations, and prospects may have changed since that date.

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Businesses, which are RHI's direct and indirect subsidiaries through which it conducts the following businesses and activities: (i) our title insurance services, property valuations and settlement services business, (ii) our real estate agent network, (iii) our home search website, (iv) our client care center, (v) our auto sales business, (vi) our personal loan business, (vii) our support services provider, (viii) our loan securitization business, (ix) our Canadian mortgage business and (x) our Canadian technology service provider;

- prior to the completion of this offering, the Issuer will become the sole managing member of Holdings;
- prior to the completion of this offering, we will amend the operating agreement of Holdings and provide that, among other things, all of the existing equity interests in Holdings will be reclassified into Holdings' non-voting common interest units, which we refer to as "Holdings Units." Holdings will issue an aggregate of 1,983,279,483 Holdings Units to RHI and Dan Gilbert, at an initial public offering price of \$18.00 per share consisting of 1,982,177,661 Holdings Units issued to RHI and 1,101,822 Holdings Units issued to Dan Gilbert;
- prior to the completion of this offering, we will amend and restate our certificate of incorporation and we will be authorized to issue four classes of common stock: Class A common stock, Class B common stock, Class C common stock and Class D common stock, which we refer to collectively as our "common stock." The Class A common stock and Class C common stock will each provide holders with one vote on all matters submitted to a vote of stockholders, and the Class B common stock and Class D common stock will each provide holders with 10 votes on all matters submitted to a vote of stockholders. The holders of Class C common stock and Class D common stock will not have any of the economic rights (including rights to dividends and distributions upon liquidation) provided to holders of Class A common stock and Class B common stock. These attributes are summarized in the following table:

| <u>Class of Common Stock</u> | <u>Votes</u> | <u>Economic Rights</u> |
|--------------------------------|--------------|------------------------|
| Class A common stock | 1 | Yes |
| Class B common stock | 10 | Yes |
| Class C common stock | 1 | No |
| Class D common stock | 10 | No |

Our certificate of incorporation provides that, at any time when the aggregate voting power of the outstanding common stock or preferred stock beneficially owned by RHI or any entity disregarded as separate from RHI for U.S. federal income tax purposes (the "RHI Securities") would be equal to or greater than 79% of the total voting power of our outstanding stock, the number of votes per share of each RHI Security shall be reduced such that the aggregate voting power of all of the RHI Securities is equal to 79%.

Shares of our common stock will generally vote together as a single class on all matters submitted to a vote of our stockholders. There will be no shares of Class B common stock and no shares of Class C common stock outstanding after the completion of this offering;

- prior to the completion of this offering, we will issue RHI and Dan Gilbert a number of shares of our Class D common stock in exchange for a payment by RHI and Dan Gilbert, as applicable, of the aggregate par value of the Class D common stock received equal to the number of Holdings Units held by RHI and Dan Gilbert, as applicable;
- prior to the completion of this offering, each of RHI and Dan Gilbert will be granted the right to exchange its or his Holdings Units, together with a corresponding number of shares of our Class D common stock or Class C common stock, for, at our option, (i) shares of our Class B

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common stock or Class A common stock or (ii) cash from a substantially concurrent public offering or private sale (based on the price of our Class A common stock in such public offering or private sale);

- prior to the completion of this offering, we will issue an aggregate of 372,565 shares of Class A common stock at the purchase price per share equal to the initial public offering price of \$18.00 per share (the number of shares issued equals the purchase price divided by the price to public in this offering) to Dan Gilbert and certain entities affiliated with Dan Gilbert (the “Gilbert Affiliates”), in exchange for an aggregate of \$6.7 million in cash which we will contribute to Holdings for an equal number of Holdings Units; and
- prior to the completion of this offering, we will enter into an acquisition agreement with RHI and its direct subsidiary Amrock Holdings Inc. pursuant to which we will acquire Amrock Title Insurance Company (“ATI”), an entity through which RHI conducts its title insurance underwriting business, for total aggregate consideration of \$14.4 million that will consist of 800,000 Holdings Units and shares of Class D common stock of RHI valued at the price to the public in this offering of \$18.00 per share (the number of shares issued equals the purchase price divided by the price to public in this offering) (such acquisition, the “ATI acquisition”). ATI’s net income for the year ended December 31, 2019 was \$4.7 million. The consummation of this acquisition is subject to customary closing conditions, including the receipt of regulatory approvals. We expect the ATI acquisition will close in the fourth quarter of 2020.

For more information, see “*Organizational Structure*.”

After the completion of this offering, at the initial public offering price of \$18.00 per share, we intend to use the entire aggregate amount of \$1,760 million of the net proceeds from this offering (or \$2,023 million if the underwriters exercise their option to purchase additional shares in full) after deducting underwriting discounts and commissions and before deducting offering expenses, to acquire a number of Holdings Units and shares of Class D common stock from RHI equal to the amount of such net proceeds divided by the price paid by the underwriters for shares of our Class A common stock in this offering (100,000,000 Holdings Units or, if the underwriters exercise their option to purchase additional shares in full, 115,000,000 Holdings Units). We do not intend to use any proceeds from this offering to acquire any Holdings Units and shares of Class D common stock from Dan Gilbert.

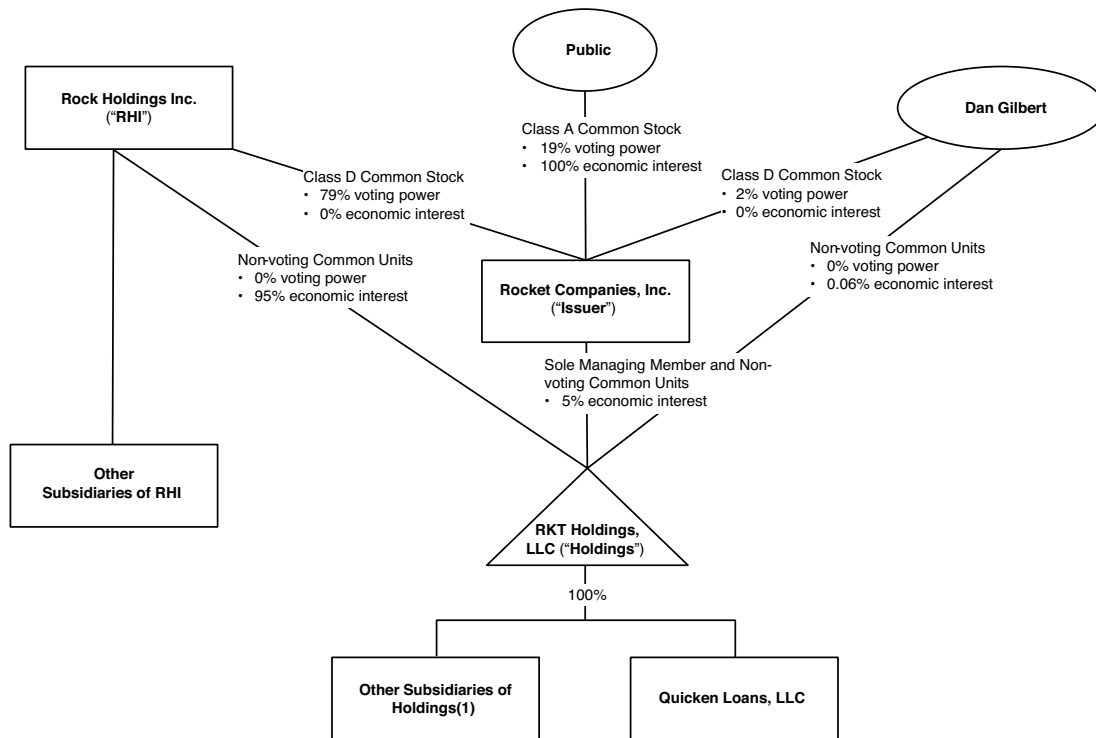
We estimate that the offering expenses (other than the underwriting discounts) will be approximately \$14.5 million. All of such offering expenses will be paid for or otherwise borne by Holdings. For more information, see “*Use of Proceeds*.”

The following diagram depicts our organizational structure following the reorganization transactions, this offering and the application of the net proceeds from this offering at an initial public offering price of \$18.00 per share and no exercise of the underwriters’ option to purchase additional

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shares). This chart is provided for illustrative purposes only and does not purport to represent all legal entities within our organizational structure⁽²⁾:



(1) Includes the Combined Businesses other than Quicken Loans, which are our direct and indirect subsidiaries through which we will conduct the following businesses and activities: (i) our title insurance services, property valuations and settlement services business, (ii) our real estate agent network, (iii) our home search website, (iv) our client care center, (v) our auto sales business, (vi) our personal loan business, (vii) our support services provider, (viii) our loan securitization business, (ix) our Canadian mortgage business and (x) our Canadian technology service provider. After the ATI acquisition closes, which we expect to happen in the fourth quarter of 2020, ATI will become one of our subsidiaries through which we will conduct title insurance underwriting business.

(2) This chart does not depict the shares of Class A Common Stock held by Dan Gilbert and the Gilbert Affiliates. Dan Gilbert and the Gilbert Affiliates, through their ownership of Class A common stock, hold 0.07% of the voting power of, and 0.37% of the economic interest in, the Issuer.

In connection with the reorganization transactions, we will be appointed as the sole managing member of Holdings pursuant to the operating agreement of Holdings. Because we will manage and operate the business and control the strategic decisions and day-to-day operations of Holdings and will also have a substantial financial interest in Holdings, we will consolidate the financial results of Holdings, and a portion of our net income (loss) will be allocated to the non-controlling interest to reflect the entitlement of RHI and of Dan Gilbert to a portion of Holdings' net income (loss). In addition, because the Combined Businesses will be under the common control of RHI before and after the reorganization transactions, we will account for the reorganization transactions as a reorganization of entities under common control and will initially measure the interests of RHI in the

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assets and liabilities of Holdings at their carrying amounts as of the date of the completion of the reorganization transactions.

Upon the completion of this offering and the application of the net proceeds from this offering, assuming no exercise of the underwriters' option to purchase additional shares at an initial public offering price of \$18.00 per share, we will hold approximately 5% of the outstanding Holdings Units, RHI will hold approximately 95% of the outstanding Holdings Units and approximately 79% of the combined voting power of our outstanding common stock, Dan Gilbert will hold approximately 0.06% of the outstanding Holdings Units and approximately 2% of the combined voting power of our outstanding common stock, the Gilbert Affiliates will hold approximately 0.06% of the combined voting power of our common stock, and the investors in this offering will hold approximately 19% of the combined voting power of our outstanding common stock. See "*Organizational Structure*," "*Certain Relationships and Related Party Transactions*" and "*Description of Capital Stock*" for more information on the rights associated with our capital stock and the Holdings Units.

The purchase of Holdings Units (along with corresponding shares of our Class D common stock) from RHI using the net proceeds from this offering, future exchanges by RHI or Dan Gilbert (or its transferees or other assignees) of Holdings Units and corresponding shares of Class D common stock or Class C common stock for shares of our Class B common stock or Class A common stock, and future purchases of Holdings Units (along with the corresponding shares of our Class D common stock or Class C common stock) from RHI or Dan Gilbert (or its transferees or other assignees) are expected to produce favorable tax attributes for us. These tax attributes would not be available to us in the absence of those transactions. In connection with the reorganization transactions, we will enter into a tax receivable agreement with RHI and Dan Gilbert that will obligate us to make payments to RHI and Dan Gilbert generally equal to 90% of the applicable cash savings that we actually realize as a result of these tax attributes and tax attributes resulting from payments made under the tax receivable agreement. We will retain the benefit of the remaining 10% of these tax savings. There is a possibility that under certain circumstances not all of the 90% of the applicable cash savings will be paid to the selling or exchanging holder of Holdings Units at the time described above. If we determine that such circumstances apply and all or a portion of such applicable tax savings is in doubt, we will pay to the holders of such Holdings Units the amount attributable to the portion of the applicable tax savings that we determine is not in doubt and pay the remainder at such time as we reasonably determine the actual tax savings or that the amount is no longer in doubt. See "*Organizational Structure—Holding Company Structure and Tax Receivable Agreement*" and "*Certain Relationships and Related Party Transactions—Tax Receivable Agreement*."

RISK FACTORS

Participating in this offering involves substantial risk. Our ability to execute our strategy also is subject to certain risks. The risks described under the heading "Risk Factors" immediately following this summary may cause us not to realize the full benefits of our competitive strengths or may cause us to be unable to successfully execute all or part of our strategy. Some of the more significant challenges and risks we face include the following:

- technology disruptions or failures, including a failure in our operational or security systems or infrastructure;
- cyberattacks and other data and security breaches;
- our dependence on macroeconomic and U.S. residential real estate market conditions;
- changes in interest rates and U.S. monetary policies that affect interest rates;
- our reliance on our loan funding facilities to fund mortgage loans and otherwise operate our business;

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- our ability to sell loans in the secondary market to a limited number of investors and to the government sponsored enterprises (“GSEs”) (Fannie Mae and Freddie Mac), and to securitize our loans into mortgage-backed securities (“MBS”) through the GSEs and Ginnie Mae;
- our ability to comply with complex and continuously changing laws and regulations applicable to our business, and to avoid potentially severe sanctions for non-compliance;
- disruptions in the secondary home loan market, including the MBS market;
- changes in the GSEs, U.S. Federal Housing Authority, U.S. Department of Agriculture (“USDA”) and U.S. Department of Veteran’s Affairs (“VA”) guidelines or GSE and Ginnie Mae guarantees;
- our ability to maintain or grow our servicing business;
- intense competition in the markets we serve; and
- failure to accurately predict the demand or growth of new financial products and services that we are developing.

OUR PRINCIPAL EQUITYHOLDER

Following the completion of the reorganization transactions and this offering, RHI will control approximately 79% of the combined voting power of our outstanding common stock. As a result, RHI will control any action requiring the general approval of our stockholders, including the election of our board of directors, the adoption of amendments to our certificate of incorporation and bylaws and the approval of any merger or sale of substantially all of our assets. Because RHI will control more than 50% of the combined voting power of our outstanding common stock, we will be a “controlled company” under the corporate governance rules for Exchange-listed companies. Therefore we will be permitted to, and we intend to, elect not to comply with certain corporate governance requirements of the Exchange. For more information on the implications of this distinction, see “*Risk Factors—Risks Related to This Offering and Our Class A Common Stock*,” “*Management—Controlled Company*,” and “*Principal Stockholders*.”

In addition to being our principal stockholder, RHI is the majority stockholder of several other businesses, including a technology services provider (Detroit Labs) and the preeminent online dictionary (Dictionary.com). For more information on RHI, see “*Certain Relationships and Related Party Transactions*.”

Dan Gilbert, our founder and Chairman, is the majority stockholder of RHI and serves as the chairman of RHI’s board of directors. Dan is passionate about building great American cities and has invested billions of dollars into properties and community programming in Detroit and Cleveland. Dan is also the majority shareholder of the Cleveland Cavaliers of the National Basketball Association, the majority shareholder and founder of the real estate investment firm Bedrock and the controlling shareholder and founder of the unicorn online startup StockX. For more information on Dan, see “*Management*.”

CORPORATE INFORMATION

We were incorporated under the laws of the state of Delaware, on February 26, 2020. Our principal executive offices are located at 1050 Woodward Avenue, Detroit, MI 48226. Our telephone number is (313) 373-7990. Our website is located at ir.rocketcompanies.com. Our website and the information contained on, or that can be accessed through, our website will not be deemed to be incorporated by reference in, and are not considered part of, this prospectus. You should not rely on our website or any such information in making your decision whether to purchase shares of our Class A common stock.

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THE OFFERING

Issuer Rocket Companies, Inc.

Class A common stock outstanding
before this offering 372,565 shares.

Class A common stock offered by us 100,000,000 shares.

Option to purchase additional shares We have granted the underwriters an option to purchase up to an additional 15,000,000 shares of Class A common stock. The underwriters may exercise this option at any time within 30 days from the date of this prospectus. See “*Underwriting*.”

Class A common stock to be
outstanding immediately after this
offering 100,372,565 shares (or 115,372,565 shares if the underwriters exercise their option to purchase additional shares in full).

If, immediately after this offering and the application of the net proceeds from this offering, RHI and Dan Gilbert were to elect to exchange all their Holdings Units and corresponding shares of Class D common stock for shares of our Class B common stock and any such shares of our Class B common stock were then converted into shares of Class A common stock, 1,983,652,048 shares of our Class A common stock would be outstanding (5% of which would be owned by non-affiliates of the Company) (or 1,983,652,048 shares (6% of which would be owned by non-affiliates of the Company) if the underwriters exercise their option to purchase additional shares in full).

Class B common stock to be
outstanding immediately after this
offering None.

Class C common stock to be
outstanding immediately after this
offering None.

Class D common stock to be
outstanding immediately after this
offering 1,883,279,483 shares. Shares of our Class D common stock have voting but no economic rights (including rights to dividends and distributions upon liquidation) and will be issued to RHI and Dan Gilbert in the reorganization transactions in an amount equal to the number of Holdings Units held by RHI and Dan Gilbert, as applicable. When a Holdings Unit, together with a share of our Class D common stock, is exchanged for a share of our Class B common stock, the corresponding share of our Class D common stock will be cancelled.

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As a result of the Voting Limitation, (a) each outstanding share of Class D common stock held by RHI will initially be entitled to 0.22 votes per share (or 0.25 votes per share if the underwriters exercise their option to purchase additional shares in full), representing an aggregate of 79% of the combined voting power of our outstanding common stock upon the completion of this offering and the application of the net proceeds from this offering; (b) each outstanding share of Class D common stock held by Dan Gilbert will initially be entitled to 10 votes per share, representing an aggregate of 2% of the combined voting power of our outstanding common stock upon the completion of this offering and the application of the net proceeds from this offering (at the initial public offering price of \$18.00 per share) and (c) each outstanding share of Class A common stock, including those held by the Gilbert Affiliates, will initially be entitled to one vote per share, representing an aggregate of 19% of the combined voting power of our outstanding common stock upon the completion of this offering and the application of the net proceeds from this offering (at the initial public offering price of \$18.00 per share). Without the Voting Limitation, RHI would have approximately 99% of the combined voting power of our common stock.

Exchange and conversion rights

Holdings Units, together with a corresponding number of shares of Class D common stock or Class C common stock, may be exchanged for, at our option (as the sole managing member of Holdings), (i) shares of our Class B common stock or Class A common stock, as applicable, on a one-for-one basis or (ii) cash from a substantially concurrent public offering or private sale (based on the price of our Class A common stock in such public offering or private sale), subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.

Each share of our Class D common stock is convertible at any time, at the option of the holder, into one share of Class C common stock.

Each share of our Class B common stock is convertible at any time, at the option of the holder, into one share of Class A common stock.

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Each share of our Class B common stock and Class D common stock, as applicable, will automatically convert into one share of Class A common stock or Class C common stock, as applicable, (a) immediately prior to any sale or other transfer of such share by a holder of such share, subject to certain limited exceptions, such as transfers to permitted transferees, or (b) if RHI, the direct or indirect equityholders of RHI and their permitted transferees own less than 10% of our issued and outstanding common stock. See “*Description of Capital Stock.*”

Use of proceeds We estimate that our net proceeds from this offering will be approximately \$1,760 million (or approximately \$2,023 million if the underwriters exercise their option to purchase additional shares), after deducting underwriting discounts and commissions, at the initial offering price of \$18.00 per share.

We intend to use the entire aggregate amount of the net proceeds from this offering to acquire a number of Holdings Units and shares of Class D common stock from RHI equal to the amount of such net proceeds divided by the price paid by the underwriters for shares of our Class A common stock in this offering (100,000,000 Holdings Units at the public offering price set forth on the cover page of this prospectus or, if the underwriters exercise their option to purchase additional shares in full, 115,000,000 Holdings Units). We do not intend to use any proceeds from this offering to acquire directly any Holdings Units and shares of Class D common stock from Dan Gilbert.

We estimate that the offering expenses (other than the underwriting discounts) will be approximately \$14.5 million. All of such offering expenses will be paid for or otherwise borne by Holdings.

Controlled company Upon completion of this offering, RHI will continue to beneficially own more than 50% of the combined voting power of our outstanding common stock. As a result, we intend to avail ourselves of the “controlled company” exemptions under the rules of the Exchange, including exemptions from certain of the corporate governance listing requirements. See “*Management—Controlled Company.*”

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Companies, Inc. 2020 Omnibus Incentive Plan (the “2020 Omnibus Incentive Plan”) including 16,720,517 restricted stock units and stock options to purchase 26,355,136 shares of our common stock at an exercise price equal to the price to the public in this offering. The foregoing amounts are based on the public offering price set forth on the cover page of this prospectus. For more information on the 2020 Omnibus Incentive Plan, see “*Executive Compensation*;

- additional shares issuable pursuant to equity-based awards with respect to an aggregate amount of 57,417,183 shares of Class A common stock, that we expect to remain available for issuance under the 2020 Omnibus Incentive Plan following the completion of this offering. For more information on the 2020 Omnibus Incentive Plan, see “*Executive Compensation*;
- 1,883,279,483 shares of our Class A common stock reserved for issuance upon the exchange of Holdings Units (together with the corresponding shares of our Class D common stock) into shares of Class B common stock and the conversion of our Class B common stock into Class A common stock.

Unless we indicate otherwise, all information in this prospectus assumes (i) that the underwriters do not exercise their option to purchase up to 15,000,000 additional shares from us and (ii) an initial public offering price of \$18.00 per share.

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Discussion and Analysis of Financial Condition and Results of Operations” and the combined financial statements and related notes thereto included elsewhere in this prospectus.

| Condensed Statement of Income (\$ in thousands) | Pro Forma Three Months Ended March 31, 2020 | Three Months Ended March 31, | | Pro Forma Year Ended December 31, 2019 | Year Ended December 31, | | |
|---|--|---------------------------------|--------------------|---|-------------------------|-------------------|-------------------|
| | | 2020 | 2019 | | 2019 | 2018 | 2017 |
| Revenue | | | | | | | |
| Gain on sale of loans, net | \$1,822,109 | \$1,822,109 | \$ 727,246 | \$ 4,911,307 | \$ 4,911,307 | \$2,927,888 | \$3,379,196 |
| Servicing fee income | 257,093 | 257,093 | 224,606 | 950,221 | 950,221 | 820,370 | 696,639 |
| Change in fair value of mortgage servicing rights (“MSRs”) | (991,252) | (991,252) | (475,701) | (1,596,631) | (1,596,631) | (228,723) | (569,391) |
| Interest income, net | 34,583 | 34,583 | 23,439 | 115,834 | 115,834 | 101,602 | 56,609 |
| Other income | 244,302 | 244,302 | 132,182 | 739,168 | 739,168 | 588,412 | 586,829 |
| Total revenue, net | 1,366,835 | 1,366,835 | 631,772 | 5,119,899 | 5,119,899 | 4,209,549 | 4,149,882 |
| Expenses | | | | | | | |
| Salaries, commissions and team member benefits | 724,304 | 683,450 | 457,778 | 2,245,474 | 2,082,058 | 1,703,197 | 1,686,811 |
| General and administrative expenses | 193,566 | 193,566 | 165,839 | 683,116 | 683,116 | 591,372 | 540,640 |
| Marketing and advertising expenses | 217,992 | 217,992 | 208,897 | 905,000 | 905,000 | 878,027 | 787,844 |
| Depreciation and amortization | 16,115 | 16,115 | 18,105 | 74,952 | 74,952 | 76,917 | 68,813 |
| Interest and amortization expense on non-funding debt | 33,107 | 33,107 | 33,082 | 136,853 | 136,853 | 130,022 | 77,967 |
| Other expenses | 124,589 | 124,589 | 48,420 | 339,549 | 339,549 | 214,754 | 215,870 |
| Total expenses | 1,309,673 | 1,268,819 | 932,121 | 4,384,944 | 4,221,528 | 3,594,289 | 3,377,945 |
| Income (loss) before income tax | 57,162 | 98,016 | (300,349) | 734,955 | 898,371 | 615,260 | 771,937 |
| (Provision for) benefit from state and local income tax | (722) | (736) | 1,004 | (9,229) | (5,984) | (2,643) | (1,228) |
| Net Income (loss) | \$ 56,440 | \$ 97,280 | \$(299,345) | \$ 725,726 | \$ 892,387 | \$ 612,617 | \$ 770,709 |
| Net loss (income) attributable to noncontrolling interest | (54,247) | 441 | 327 | (697,697) | 1,367 | 272 | (8) |
| Net income (loss) attributable to Rocket Companies, Inc. | \$ 2,193 | \$ 97,721 | \$(299,018) | \$ 28,029 | \$ 893,754 | \$ 612,889 | \$ 770,701 |

| Condensed Balance Sheet Data (\$ in thousands) | Pro Forma as of March 31, 2020 | As of March 31, | | As of December 31, | | |
|---|---|---------------------|---------------------|---------------------|---------------------|---------------------|
| | | 2020 | 2019 | 2019 | 2018 | 2017 |
| Assets | | | | | | |
| Cash and cash equivalents | \$ 1,115,397 | \$ 2,250,627 | \$ 149,073 | \$ 1,350,972 | \$ 1,053,884 | \$ 1,417,847 |
| Mortgage loans held for sale, at fair value | 12,843,384 | 12,843,384 | 7,328,466 | 13,275,735 | 5,784,812 | 7,175,947 |
| Interest rate lock commitments, at fair value | 1,214,865 | 1,214,865 | 372,105 | 508,135 | 245,663 | 250,700 |
| Mortgage servicing rights, at fair value | 2,170,638 | 2,170,638 | 3,001,501 | 2,874,972 | 3,180,530 | 2,450,081 |
| Other assets | 3,381,138 | 2,839,405 | 1,744,830 | 2,067,513 | 1,288,557 | 2,006,842 |
| Total assets | \$20,725,422 | \$21,318,919 | \$12,595,975 | \$20,077,327 | \$11,553,446 | \$13,301,417 |
| Liabilities and equity | | | | | | |
| Funding facilities | \$11,423,124 | \$11,423,124 | \$ 6,249,132 | \$12,041,878 | \$ 5,076,604 | \$ 6,120,784 |
| Other financing facilities & debt | 3,496,878 | 3,496,878 | 2,472,880 | 2,595,038 | 2,483,255 | 2,401,055 |
| Other liabilities | 5,992,317 | 2,749,498 | 1,596,494 | 1,937,489 | 1,212,691 | 1,942,791 |
| Total liabilities | 20,912,319 | 17,669,500 | 10,318,506 | 16,574,405 | 8,772,550 | 10,464,630 |
| Total equity | \$ (186,897) | \$ 3,649,419 | \$ 2,277,469 | \$ 3,502,922 | \$ 2,780,896 | \$ 2,836,787 |

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The following table presents a reconciliation of Adjusted Revenue to total revenue, net.

| Reconciliation of Adjusted Revenue to Total Revenue, net (\$ in thousands) | Pro Forma Three Months Ended March 31, 2020 | Three Months Ended March 31, | | Pro Forma Year Ended December 31, 2019 | Year Ended December 31, | | |
|---|--|---------------------------------|-----------|---|-------------------------|-------------|-------------|
| | | 2020 | 2019 | | 2019 | 2018 | 2017 |
| Total revenue, net | \$ 1,366,835 | \$1,366,835 | \$631,772 | \$ 5,119,899 | \$5,119,899 | \$4,209,549 | \$4,149,882 |
| Change in fair value of MSRs due to valuation assumptions(a) | 743,327 | 743,327 | 320,979 | 789,901 | 789,901 | (326,637) | 81,337 |
| Adjusted Revenue | \$ 2,110,162 | \$2,110,162 | \$952,751 | \$ 5,909,800 | \$5,909,800 | \$3,882,912 | \$4,231,219 |

(a) Reflects changes in assumptions including discount rates and prepayment speed assumptions, mostly due to changes in market interest rates.

The following table presents a reconciliation of Adjusted Net Income to net income attributable to Rocket Companies.

| Reconciliation of Adjusted Net Income to Net Income Attributable to Rocket Companies (\$ in thousands) | Pro Forma Three Months Ended March 31, 2020 | Three Months Ended March 31, | | Pro Forma Year Ended December 31, 2019 | Year Ended December 31, | | |
|---|--|---------------------------------|-------------|---|-------------------------|-----------|-----------|
| | | 2020 | 2019 | | 2019 | 2018 | 2017 |
| Net income (loss) attributable to Rocket Companies | \$ 2,193 | \$ 97,721 | \$(299,018) | \$ 28,029 | \$ 893,754 | \$612,889 | \$770,701 |
| Net income impact from pro forma conversion of Class D common shares to Class A common shares(a) | 41,142 | — | — | 525,906 | — | — | — |
| Adjustment to the (provision for) benefit from income tax(b) | — | (23,652) | 73,311 | — | (216,881) | (147,855) | (289,172) |
| Tax-effected net income (loss)(b) | \$ 43,335 | \$ 74,069 | \$(225,707) | \$ 553,935 | \$ 676,873 | \$465,034 | \$481,529 |
| Non-cash stock compensation expense | 69,912 | 29,058 | 8,506 | 203,119 | 39,703 | 33,636 | 32,898 |
| Change in fair value of MSRs due to valuation assumptions(c) | 743,327 | 743,327 | 320,979 | 789,901 | 789,901 | (326,637) | 81,337 |
| Tax impact of adjustments(d) | (201,439) | (191,319) | (81,613) | (245,971) | (205,493) | 71,639 | (42,975) |
| Adjusted Net Income | \$ 655,135 | \$655,135 | \$ 22,165 | \$1,300,984 | \$1,300,984 | \$243,672 | \$552,789 |

(a) Reflects net income to Class A common stock from pro forma exchange of all of the Holding Units and corresponding shares of our Class D common shares held by RHI and Dan Gilbert immediately prior to this offering.

(b) The Issuer will be subject to U.S. Federal income taxes, in addition to state, local and Canadian taxes with respect to its allocable share of any net taxable income of Holdings. The adjustment to the provision for income tax reflects the effective tax rates below, assuming the Issuer owns 100% of the Holdings Units.

| | March 31, | | December 31, | | |
|---|---------------|---------------|---------------|---------------|---------------|
| | 2020 | 2019 | 2019 | 2018 | 2017 |
| Statutory U.S. Federal Income Tax Rate | 21.00% | 21.00% | 21.0% | 21.0% | 35.0% |
| Canadian taxes | 0.01% | 0.01% | 0.01% | 0.01% | 0.01% |
| State and Local Income Taxes (net of federal benefit) | 3.76% | 3.76% | 3.76% | 3.44% | 2.61% |
| Effective Income Tax Rate | 24.77% | 24.77% | 24.77% | 24.45% | 37.62% |

(c) Reflects changes in assumptions including discount rates and prepayment speed assumptions, mostly due to changes in market interest rates.

(d) Tax impact of adjustments gives effect to the income tax related to non-cash stock compensation expense and change in fair value of MSRs due to valuation assumptions at the above described effective tax rates for each year.

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The following table presents a reconciliation of Adjusted EBITDA to net income.

| Reconciliation of Adjusted EBITDA to Net Income (\$ in thousands) | Pro Forma Three Months Ended March 31, 2020 | Three Months Ended March 31, | | Pro Forma Year Ended December 31, 2019 | Year Ended December 31, | | | | |
|---|---|------------------------------|-------------|--|-------------------------|------------|-------------|--------------|--------------|
| | | 2020 | 2019 | | 2019 | 2018 | 2017 | 2016 | 2015 |
| Net income (loss) . . . | \$ 56,440 | \$ 97,280 | \$(299,345) | \$ 725,726 | \$ 892,387 | \$ 612,617 | \$ 770,709 | \$ 1,808,084 | \$ 1,275,071 |
| Interest and amortization expense on non-funding debt . . . | 33,107 | 33,107 | 33,082 | 136,853 | 136,853 | 130,022 | 77,967 | 74,716 | 49,521 |
| Income tax provision (benefit) | 722 | 736 | (1,004) | 9,229 | 5,984 | 2,643 | 1,228 | 10,104 | (3,888) |
| Depreciation and amortization | 16,115 | 16,115 | 18,105 | 74,952 | 74,952 | 76,917 | 68,813 | 61,935 | 50,969 |
| Non-cash stock compensation expense | 69,912 | 29,058 | 8,506 | 203,119 | 39,703 | 33,636 | 32,898 | 974 | 104,042 |
| Change in fair value of MSR assumptions(a) | 743,327 | 743,327 | 320,979 | 789,901 | 789,901 | (326,637) | 81,337 | (201,513) | (35,495) |
| Adjusted EBITDA | \$919,623 | \$919,623 | \$ 80,323 | \$1,939,780 | \$1,939,780 | \$ 529,198 | \$1,032,952 | \$1,754,300 | \$1,440,220 |

(a) Reflects changes in assumptions including discount rates and prepayment speed assumptions, mostly due to changes in market interest rates.

- (2) Rocket Mortgage origination volume, market share, and margins exclude all reverse mortgage activity.
- (3) Gain on sale margin is the gain on sale of loans, net divided by net rate lock volume for the period, excluding all reverse mortgage activity. Gain on sale of loans, net includes the net gain on sale of loans, fair value of originated MSR and fair value adjustment on loans held for sale.
- (4) MSR fair market value multiple is a metric used to determine the relative value of the MSR asset in relation to the annualized retained servicing fee, which is the cash that the holder of the MSR asset would receive from the portfolio as of such date. It is calculated as the quotient of (a) the MSR fair market value as of a specified date divided by (b) the weighted average annualized retained servicing fee for our MSR portfolio as of such date. The weighted average annualized retained servicing fee for our MSR portfolio was 0.310% and 0.293% for the three months ended March 31, 2020 and 2019, respectively, and 0.307%, 0.283%, and 0.277% for the years ended December 31, 2019, 2018 and 2017, respectively. The vast majority of our portfolio consists of originated MSR and consequently, purchased MSR do not have a material impact on our weighted average service fee.
- (5) Net revenue presented above is calculated as gross revenues less intercompany revenue eliminations. A significant portion of the other Rocket Companies revenues is generated through intercompany transactions. These intercompany transactions take place with entities that are part of our ecosystem. Consequently, we view gross revenue of individual other Rocket Companies as a key performance indicator, and we consider net revenue of other Rocket Companies on a combined basis.

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determine the appropriate uses for any excess cash so accumulated, which may include, among other uses, any potential dividends, stock buybacks, the payment obligations under the tax receivable agreement and the payment of other expenses. We will have no obligation to distribute such cash (or other available cash other than any declared dividend) to our stockholders. No adjustments to the exchange ratio for Holdings Units and corresponding shares of common stock will be made as a result of (i) any cash distribution by Holdings or (ii) any cash that we retain and do not distribute to our stockholders, and in any event the ratio will remain one-to-one.

We will be controlled by RHI, an entity controlled by Dan Gilbert, whose interests may conflict with our interests and the interests of other stockholders.

After giving effect to the reorganization transactions and this offering, RHI, an entity controlled by Dan Gilbert, our founder and Chairman, will hold 99.94% of our issued and outstanding Class D common stock after this offering and will control 79% of the combined voting power of our common stock. As a result, RHI will be able to control any action requiring the general approval of our stockholders as long as it owns at least 10% of our issued and outstanding common stock, including the election of our board of directors, the adoption of amendments to our certificate of incorporation and bylaws and the approval of any merger or sale of substantially all of our assets. So long as RHI continues to directly or indirectly own a significant amount of our equity, even if such amount is less than a majority of the combined voting power of our common stock, RHI will continue to be able to substantially influence the outcome of votes on all matters requiring approval by the stockholders, including our ability to enter into certain corporate transactions. The interests of RHI could conflict with or differ from our interests or the interests of our other stockholders. For example, the concentration of ownership held by RHI could delay, defer or prevent a change of control of our Company or impede a merger, takeover or other business combination that may otherwise be favorable for us.

We will share our Chief Executive Officer and certain directors with RHI, our Chief Executive Officer will not devote his full time and attention to our affairs, and the overlap may give rise to conflicts.

Following the completion of our initial public offering, our Chief Executive Officer, Jay Farner, will also continue to serve as Chief Executive Officer of RHI. Although we expect that Jay will devote a majority of his time to the business of the Company, he will not be able to devote his full time, effort and attention to the Company's affairs. In addition, after the completion of our initial public offering, our Chief Executive Officer, our other executive officers and the directors affiliated with RHI will continue to own equity interests in RHI. Furthermore, immediately following the completion of our initial public offering, four members of our board of directors (Dan Gilbert, Jennifer Gilbert, Matthew Rizik and Jay Farner) will also be directors and, in the case of Jay and Matthew, officers of RHI. The overlap and the ownership of RHI equity interests may lead to actual or apparent conflicts of interest with respect to matters involving or affecting our Company and RHI and its affiliates other than the Company and its subsidiaries (collectively, RHI and its affiliates other than the Company and its subsidiaries, the "RHI Affiliated Entities"). For example, there will be a potential for a conflict of interest if there are issues or disputes under the commercial arrangements that will exist between us and the RHI Affiliated Entities or if we or one of the RHI Affiliated Entities look at acquisition or investment opportunities that may be suitable for both companies. See "*Certain Relationships and Related Party Transactions*" for more information on the transactions and relationships between the Company and the RHI Affiliated Entities and certain policies concerning related party transactions that we will adopt following the completion of this offering.

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future offering, (b) exchanges by RHI and Dan Gilbert (or their transferees of Holdings Units or other assignees) of Holdings Units (along with the corresponding shares of our Class D common stock or Class C common stock) for cash or shares of our Class B common stock or Class A common stock, as applicable, or (c) payments under the tax receivable agreement; (ii) tax benefits related to imputed interest deemed arising as a result of payments made under the tax receivable agreement and (iii) disproportionate allocations (if any) of tax benefits to Holdings as a result of section 704(c) of the Internal Revenue Code of 1986, as amended (the "Code") that relate to the reorganization transaction. The tax receivable agreement will make certain simplifying assumptions regarding the determination of the cash savings that we realize or are deemed to realize from the covered tax attributes, which may result in payments pursuant to the tax receivable agreement in excess of those that would result if such assumptions were not made.

The actual tax benefit, as well as the amount and timing of any payments under the tax receivable agreement, will vary depending upon a number of factors, including, among others, the timing of exchanges by or purchases from RHI and Dan Gilbert, the price of our Class A common stock at the time of the exchanges or purchases, the extent to which such exchanges are taxable, the amount and timing of the taxable income we generate in the future and the tax rate then applicable, and the portion of our payments under the tax receivable agreement constituting imputed interest.

Future payments under the tax receivable agreement could be substantial. Assuming that all Holdings Units eligible to be exchanged for cash or Class A common stock would be exchanged for Class A common stock by RHI and Dan Gilbert at the time of the offering and that we will have sufficient taxable income to utilize all of the tax attributes covered by the tax receivable agreement when they are first available to be utilized under applicable law, we estimate that payments to RHI and Dan Gilbert under the tax receivable agreement would aggregate to approximately \$10,139 million over the next 20 years and for yearly payments over that time to range between approximately \$26.3 million to \$855.2 million per year, based on the initial public offering price of \$18.00. The payments under the tax receivable agreement are not conditioned upon RHI's or Dan Gilbert's continued ownership of us.

There is a possibility that under certain circumstances not all of the 90% of the applicable cash savings will be paid to the selling or exchanging holder of Holdings Units at the time described above. If we determine that such circumstances apply and all or a portion of such applicable tax savings is in doubt, we will pay to the holders of such Holdings Units the amount attributable to the portion of the applicable tax savings that we determine is not in doubt and pay the remainder at such time as we reasonably determine the actual tax savings or that the amount is no longer in doubt.

In addition, RHI and Dan Gilbert (or their transferees or other assignees) will not reimburse us for any payments previously made if any covered tax benefits are subsequently disallowed, except that any excess payments made to RHI or Dan Gilbert (or such holder's transferees or assignees) will be netted against future payments that would otherwise be made under the tax receivable agreement with RHI and Dan Gilbert, if any, after our determination of such excess. We could make payments to RHI and Dan Gilbert under the tax receivable agreement that are greater than our actual cash tax savings and may not be able to recoup those payments, which could negatively impact our liquidity.

In addition, the tax receivable agreement will provide that in the case of a change in control of the Company or a material breach of our obligations under the tax receivable agreement, we will be required to make a payment to RHI and Dan Gilbert in an amount equal to the present value of future payments (calculated using a discount rate equal to the lesser of 6.50% or LIBOR plus 100 basis points, which may differ from our, or a potential acquirer's, then-current cost of capital) under

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the tax receivable agreement, which payment would be based on certain assumptions, including those relating to our future taxable income. For additional discussion of LIBOR, see “—*Risks Related to Our Business—We are exposed to volatility in LIBOR, which can result in higher than market interest rates and may have a detrimental effect on our business.*” In these situations, our obligations under the tax receivable agreement could have a substantial negative impact on our, or a potential acquirer’s, liquidity and could have the effect of delaying, deferring, modifying or preventing certain mergers, asset sales, other forms of business combinations or other changes of control. These provisions of the tax receivable agreement may result in situations where RHI and Dan Gilbert have interests that differ from or are in addition to those of our other stockholders. In addition, we could be required to make payments under the tax receivable agreement that are substantial, significantly in advance of any potential actual realization of such further tax benefits, and in excess of our, or a potential acquirer’s, actual cash savings in income tax.

Finally, because we are a holding company with no operations of our own, our ability to make payments under the tax receivable agreement is dependent on the ability of our subsidiaries to make distributions to us. Our debt agreements restrict the ability of our subsidiaries to make distributions to us, which could affect our ability to make payments under the tax receivable agreement. To the extent that we are unable to make payments under the tax receivable agreement as a result of restrictions in our debt agreements, such payments will be deferred and will accrue interest until paid, which could negatively impact our results of operations and could also affect our liquidity in periods in which such payments are made.

Risks Related to This Offering and Our Class A Common Stock

No public market currently exists for our Class A common stock, and there can be no assurance that an active public market for our Class A common stock will develop.

Prior to this offering, there has been no public market for our Class A common stock. The initial public offering price for our Class A common stock will be determined through negotiations between us and the representatives of the underwriters and may not be indicative of the market price of our Class A common stock after this offering. If you purchase shares of our Class A common stock, you may not be able to resell those shares of Class A common stock at or above the initial public offering price. We cannot predict the extent to which investor interest in our Class A common stock will lead to the development of an active trading market on the Exchange or otherwise or how liquid that market might become. If an active public market for our Class A common stock does not develop, or is not sustained, it may be difficult for you to sell your Class A common stock at a price that is attractive to you or at all.

Future sales of our common stock, or the perception in the public markets that these sales may occur, may depress the price of our Class A common stock.

Additional sales of a substantial number of shares of our common stock in the public market after this offering, or the perception that such sales may occur, could have an adverse effect on our stock price and could impair our ability to raise capital through the sale of additional stock. In the future, we may attempt to obtain financing or to further increase our capital resources by issuing additional shares of our common stock. Issuing additional shares of our Class A common stock, Class B common stock or other equity securities or securities convertible into equity may dilute the economic and voting rights of our existing stockholders or reduce the market price of our Class A common stock or both. Issuing additional shares of our Class C common stock or Class D common stock, when issued with corresponding Holdings Units, may also dilute the economic and voting rights of our existing stockholders or reduce the market price of our Class A common stock or both.

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Upon the completion of this offering, we will have 100,372,565 shares of Class A common stock issued and outstanding (or 115,372,565 shares of Class A common stock if the underwriters exercise their option to purchase additional shares) based on the initial public offering price of \$18.00 per share. In addition, 1,926,355,136 shares of Class A common stock (assuming the underwriters do not exercise their option to purchase any additional shares) may be issued upon the exercise of the exchange and/or conversion rights described elsewhere in this prospectus. The Class A common stock offered hereby will be freely tradable without restriction under the Securities Act of 1933, as amended (the "Securities Act"), except for any Class A common stock that may be held or acquired by our directors, executive officers and other affiliates (as that term is defined in the Securities Act), which will be restricted securities under the Securities Act. The shares of Class A common stock not being offered hereby or issuable upon the exercise of the exchange and/or conversion rights as described above will be restricted securities. Restricted securities may not be sold in the public market unless they are registered under the Securities Act or an exemption from registration is available.

We and each of our executive officers and directors and all of our other existing equityholders have agreed with the underwriters that for a period of 180 days after the date of this prospectus, we and they will not offer, sell, assign, transfer, pledge, contract to sell or otherwise dispose of or hedge any of our Class A common stock, or any options or warrants to purchase any of our Class A common stock or any securities convertible into or exchangeable for our Class A common stock, subject to specified exceptions. The representatives of the underwriters may, in their discretion, at any time without prior notice, release all or any portion of the Class A common stock from the restrictions in any such agreement. See "*Underwriting*" for more information. After the lock-up agreements expire, up to an additional 1,883,652,048 shares of Class A common stock (assuming the underwriters do not exercise their option to purchase any additional shares) may be sold by these equityholders in the public market either in a registered offering or pursuant to an exemption from registration, such as Rule 144 promulgated under the Securities Act ("Rule 144"). See "*Shares Eligible for Future Sale*" for a more detailed description of the restrictions on selling Class A common stock after this offering.

We intend to file a registration statement under the Securities Act registering 105,263,158 shares of our Class A common stock reserved for issuance under the 2020 Omnibus Incentive Plan and our Employee Stock Purchase Plan ("ESPP"). We have entered into a Registration Rights Agreement pursuant to which we have granted demand and piggyback registration rights to RHI, Dan Gilbert and the Gilbert Affiliates. See "*Shares Eligible for Future Sale*" for a more detailed description of the shares that will be available for future sale upon completion of this offering.

The price of our Class A common stock may be volatile, and you may be unable to resell your Class A common stock at or above the initial public offering price or at all.

After this offering, the market price for our Class A common stock is likely to be volatile, in part, because our Class A common stock has not previously been traded publicly. In addition, the market price for our Class A common stock may fluctuate significantly in response to a number of factors, most of which we cannot control, including, among others:

- our reliance on our loan funding facilities to fund mortgage loans and otherwise operate our business;
- our ability to sell loans in the secondary market to a limited number of investors and to the GSEs (Fannie Mae and Freddie Mac), and to securitize our loans into MBS through the GSEs and Ginnie Mae and through our subsidiary, Woodward Capital Management LLC;
- disruptions in the secondary home loan market, including the MBS market;

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book value per share of our Class A common stock. After giving effect to the reorganization transactions, the estimated impact of the tax receivable agreement, this offering and the application of the net proceeds from this offering, on a fully exchanged and converted basis, our pro forma net tangible book value would have been approximately \$3,636 million, or \$1.83 per share, representing an immediate increase in net tangible book value of \$0.01 per share to existing equityholders and an immediate dilution in net tangible book value of \$16.16 per share to new investors in this offering. For a further description of the dilution that you will experience immediately after the closing of this offering, see “*Dilution.*”

We do not expect to pay any cash dividends for the foreseeable future.

We have no current plans to pay dividends on our Class A common stock. The declaration and payment of future dividends to holders of our Class A common stock will be at the discretion of our board of directors and will depend upon many factors, including our financial condition, earnings, legal requirements, tax obligations, restrictions in our debt instruments and other factors deemed relevant by our board of directors. See “*Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources*” for more information on the restrictions our debt agreements impose on our ability to declare and pay cash dividends. As a holding company, our ability to pay dividends depends on our receipt of cash dividends from our subsidiaries, which may further restrict our ability to pay dividends as a result of the laws of their respective jurisdictions of organization, agreements of our subsidiaries or covenants under future indebtedness that we or they may incur.

If we are unable to effectively implement or maintain a system of internal control over financial reporting, we may not be able to accurately or timely report our financial results and our stock price could be adversely affected.

Section 404 of the Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley”) requires us to evaluate the effectiveness of our internal control over financial reporting as of the end of each fiscal year, include a management report assessing the effectiveness of our internal control over financial reporting, and include a report issued by our independent registered public accounting firm based on its audit of the Company’s internal control over financial reporting, in each case, beginning with our Annual Report on Form 10-K for the year ending December 31, 2021. We may identify weaknesses or deficiencies that we may be unable to remedy before the requisite deadline for those reports. Our ability to comply with the annual internal control report requirements will depend on the effectiveness of our financial reporting and data systems and controls across the Company. We expect these systems and controls to involve significant expenditures and to become increasingly complex as our business grows. To effectively manage this complexity, we will need to continue to improve our operational, financial and management controls and our reporting systems and procedures. Any weaknesses or deficiencies or any failure to implement required new or improved controls, or difficulties encountered in the implementation or operation of these controls, could harm our operating results and cause us to fail to meet our financial reporting obligations or result in material misstatements in our financial statements, which could adversely affect our business and reduce our stock price.

If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about us or our business, the price of our Class A common stock and trading volume could decline.

The trading market for our Class A common stock will depend, in part, on the research and reports that securities or industry analysts publish about us or our business. We do not currently have and may never obtain research coverage by securities and industry analysts. If no securities or

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herein), of which \$1,164 million were for the purpose of funding tax obligations (the “Pre-IPO Distributions”);

- in July 2020, RHI contributed to Holdings the interests it held in certain of the Combined Businesses.
- in July 2020, Dan Gilbert, our founder and Chairman, contributed \$20.0 million to Holdings and became a member of Holdings;
- prior to the completion of this offering, RHI will contribute to Holdings the interests it holds in (a) Quicken Loans, LLC and (b) the remaining Combined Businesses. As a result, Holdings will become the direct holder of the interests of Quicken Loans and of all the Combined Businesses, which are RHI’s direct and indirect subsidiaries through which RHI conducts the following businesses and activities: (i) our title insurance services, property valuations and settlement services business, (ii) our real estate agent network, (iii) our home search website, (iv) our client care center, (v) our auto sales business, (vi) our personal loan business, (vii) our support services provider, (viii) our loan securitization business, (ix) our Canadian mortgage business and (x) our Canadian technology service provider;
- prior to the completion of this offering, the Issuer will become the sole managing member of Holdings;
- prior to the completion of this offering, we will amend the operating agreement of Holdings and provide that, among other things, all of the existing equity interests in Holdings will be reclassified into Holdings’ non-voting common interest units, which we refer to as “Holdings Units.” Holdings will issue an aggregate of 1,983,279,483 Holdings Units to RHI and Dan Gilbert, at an initial public offering price of \$18.00 per share consisting of 1,982,177,661 Holdings Units issued to RHI and 1,101,822 Holdings Units issued to Dan Gilbert;
- prior to the completion of this offering, we will amend and restate our certificate of incorporation and we will be authorized to issue four classes of common stock: Class A common stock, Class B common stock, Class C common stock and Class D common stock, which we refer to collectively as our “common stock.” The Class A common stock and Class C common stock will each provide holders with one vote on all matters submitted to a vote of stockholders, and the Class B common stock and Class D common stock will each provide holders with 10 votes on all matters submitted to a vote of stockholders. The holders of Class C common stock and Class D common stock will not have any of the economic rights (including rights to dividends and distributions upon liquidation) provided to holders of Class A common stock and Class B common stock. These attributes are summarized in the following table:

| <u>Class of Common Stock</u> | <u>Votes</u> | <u>Economic Rights</u> |
|--------------------------------|--------------|------------------------|
| Class A common stock | 1 | Yes |
| Class B common stock | 10 | Yes |
| Class C common stock | 1 | No |
| Class D common stock | 10 | No |

Our certificate of incorporation provides that, at any time when the aggregate voting power of the outstanding common stock or preferred stock beneficially owned by RHI or any entity disregarded as separate from RHI for U.S. federal income tax purposes (the “RHI Securities”) would be equal to or greater than 79% of the total voting power of our outstanding stock, the number of votes per share of each RHI Security shall be reduced such that the aggregate voting power of all of the RHI Securities is equal to 79%.

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Shares of our common stock will generally vote together as a single class on all matters submitted to a vote of our stockholders. There will be no shares of Class B common stock and no shares of Class C common stock outstanding after the completion of this offering;

- prior to the completion of this offering, we will issue RHI and Dan Gilbert a number of shares of our Class D common stock in exchange for a payment by RHI and Dan Gilbert, as applicable, of the aggregate par value of the Class D common stock received equal to the number of Holdings Units held by RHI and Dan Gilbert, as applicable;
- prior to the completion of this offering, each of RHI and Dan Gilbert will be granted the right to exchange its or his Holdings Units, together with a corresponding number of shares of our Class D common stock or Class C common stock, for, at our option, (i) shares of our Class B common stock or Class A common stock or (ii) cash from a substantially concurrent public offering or private sale (based on the price of our Class A common stock in such public offering or private sale);
- prior to the completion of this offering, we will issue an aggregate of 372,565 shares of Class A common stock at the purchase price per share equal to the initial public offering price of \$18.00 per share to Dan Gilbert and certain entities affiliated with Dan Gilbert (the "Gilbert Affiliates"), in exchange for an aggregate of \$6.7 million in cash which we will contribute to Holdings for Holdings Units; and
- prior to the completion of this offering, we will enter into an acquisition agreement with RHI and its direct subsidiary Amrock Holdings Inc. pursuant to which we will acquire ATI, an entity through which RHI conducts its title insurance underwriting business, for total aggregate consideration of \$14.4 million that will consist of 800,000 Holdings Units and shares of Class D common stock of RHI valued at the price to the public in this offering of \$18.00 per share (such acquisition, the "ATI acquisition"). ATI's net income for the year ended December 31, 2019 was \$4.7 million. The consummation of this acquisition is subject to customary closing conditions, including the receipt of regulatory approvals. We expect the ATI acquisition will close in the fourth quarter of 2020.

Effect of the Reorganization Transactions and this Offering

The reorganization transactions are intended to create a holding company that will facilitate public ownership of, and investment in, the Company and are structured in a tax-efficient manner for our pre-IPO equityholders. Because we will manage and operate the business and control the strategic decisions and day-to-day operations of Holdings and will also have a substantial financial interest in Holdings, we will consolidate the financial results of Holdings, and a portion of our net income (loss) will be allocated to the noncontrolling interest to reflect the entitlement of RHI and Dan Gilbert to a portion of Holdings' net income (loss). In addition, because the Combined Businesses will be under the common control of RHI before and after the reorganization transactions, we will account for the reorganization transactions as a reorganization of entities under common control and will initially measure the interests of RHI in the assets and liabilities of Holdings at their carrying amounts as of the date of the completion of the reorganization transactions.

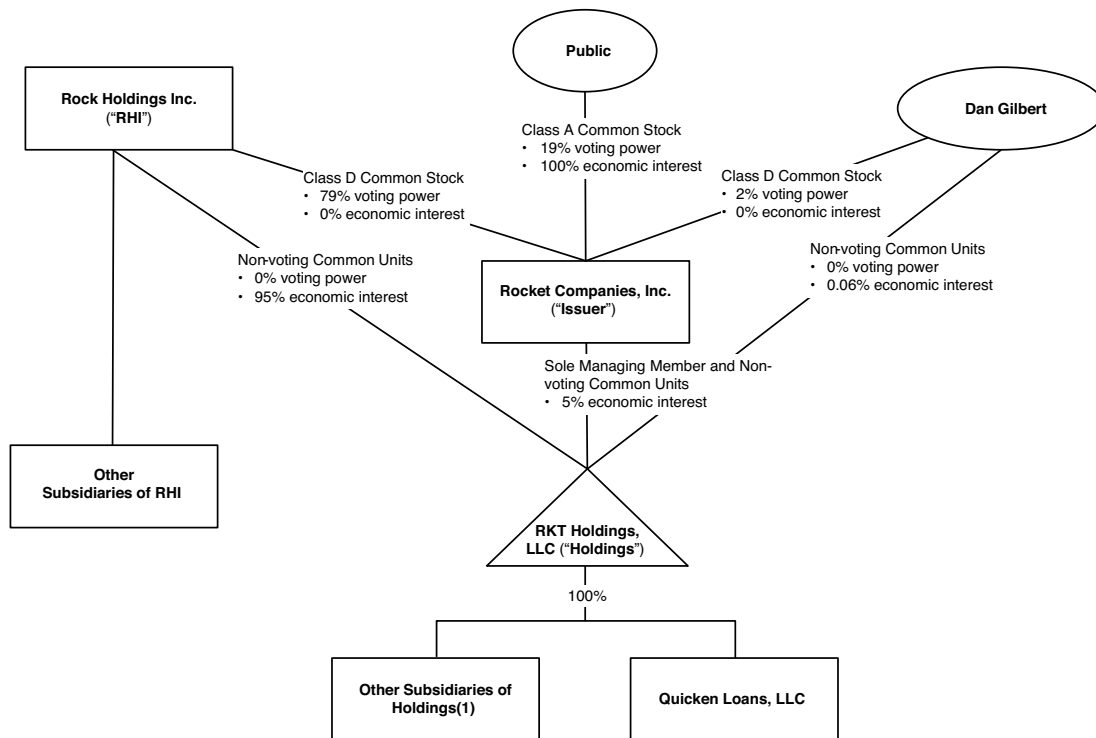
We expect that each of RHI and Dan Gilbert may desire that its or his investment maintains its or his tax treatment as a partnership for U.S. federal income tax purposes and, therefore, will continue to hold its or his ownership interests in Holdings until such time in the future as it or he may elect to exchange its or his Holdings Units and corresponding shares of our Class D common stock or Class C common stock, for, at our option (as the sole managing member of Holdings), (a) shares of our Class B common stock or Class A common stock, as applicable, on a one-for-one basis or (b) cash from a substantially concurrent public offering or private sale (based on the price of our Class A common stock in such public offering or private sale), subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.

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After the completion of this offering, at the initial public offering price of \$18.00 per share we intend to use the entire aggregate amount of \$1,760 million of the net proceeds from this offering (or \$2,023 million if the underwriters exercise their option to purchase additional shares in full) to acquire a number of Holdings Units and shares of Class D common stock from RHI equal to the amount of such net proceeds divided by the price paid by the underwriters for shares of our Class A common stock in this offering (100,000,000 Holdings Units or, if the underwriters exercise their option to purchase additional shares in full, 115,000,000 Holdings Units). We do not intend to use any proceeds from this offering to acquire any Holdings Units and shares of Class D common stock from Dan Gilbert.

We estimate that the offering expenses (other than the underwriting discounts) will be approximately \$14.5 million. All of such offering expenses will be paid for or otherwise borne by Holdings. See "Use of Proceeds" for further details.

The following diagram depicts our organizational structure following the reorganization transactions, this offering and the application of the net proceeds from this offering, including all of the transactions described above (and no exercise of the underwriters' option to purchase additional shares). This chart is provided for illustrative purposes only and does not purport to represent all legal entities within our organizational structure.⁽²⁾



(1) Includes the Combined Businesses other than Quicken Loans, which are our direct and indirect subsidiaries through which we will conduct the following businesses and activities: (i) our title insurance services, property valuations and settlement services business, (ii) our real estate agent network, (iii) our home search website, (iv) our client care center, (v) our auto sales business, (vi) our personal loan business, (vii) our support services provider, (viii) our loan securitization business, (ix) our Canadian mortgage business and (x) our Canadian technology service provider. After the ATI acquisition closes, which we expect to happen in the fourth quarter of 2020, ATI will become one of our subsidiaries through which we will conduct title insurance underwriting business.

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- (2) This chart does not depict the shares of Class A Common Stock held by Dan Gilbert and the Gilbert Affiliates. Dan Gilbert and the Gilbert Affiliates, through their ownership of Class A common stock, hold 0.07% of the voting power of, and 0.37% of the economic interest in, the Issuer.

Upon completion of the transactions described above, this offering and the application of the net proceeds from this offering:

- we will be appointed as the sole managing member of Holdings and will, directly or indirectly, hold 100,000,000 Holdings Units, constituting 5% of the outstanding equity interests in Holdings (or 115,000,000 Holdings Units, constituting 6% of the outstanding equity interests in Holdings if the underwriters exercise their option to purchase additional shares in full and giving effect to the use of the net proceeds therefrom);
- RHI will hold an aggregate of 1,882,177,661 shares of our Class D common stock and Holdings Units, constituting 95% of the outstanding equity interests in Holdings (or 1,867,177,661 shares of our Class D common stock and Holdings Units, constituting 94% of the outstanding equity interests in Holdings, if the underwriters exercise their option to purchase additional shares in full and giving effect to the use of the net proceeds therefrom), collectively representing 79% of the combined voting power in us;
- Dan Gilbert will hold (A) an aggregate of 1,101,822 shares of our Class D common stock and Holdings Units, constituting 0.06% of the outstanding equity interests in Holdings (or constituting 0.00% of the outstanding equity interests in Holdings if the underwriters exercise their option to purchase additional shares in full and giving effect to the use of the net proceeds therefrom), and (B) 28,334 shares of our Class A common stock, representing 0.01% of the combined voting power in us (or 28,334 shares and 0.00%, respectively, if the underwriters exercise their option to purchase additional shares in full and giving effect to the use of the net proceeds therefrom), collectively representing 2% of the combined voting power in us (or 2% if the underwriters exercise their option to purchase additional shares in full and giving effect to the use of the net proceeds therefrom);
- the Gilbert Affiliates will collectively hold 344,231 shares of our Class A common stock, representing 0.06% of the combined voting power in us (or 0.06%, if the underwriters exercise their option to purchase additional shares in full and giving effect to the use of the net proceeds therefrom); and
- our public stockholders will collectively hold 100,000,000 shares of our Class A common stock, representing 19% of the combined voting power in us (or 115,000,000 shares and 19%, respectively, if the underwriters exercise their option to purchase additional shares in full and giving effect to the use of the net proceeds therefrom).

Holding Company Structure and Tax Receivable Agreement

We are a holding company, and immediately after the consummation of the reorganization transactions and this offering our principal asset will be our ownership interests in Holdings. The number of Holdings Units we will own at any time will equal the aggregate number of outstanding shares of our Class A common stock and Class B common stock. The economic interest represented by each Holdings Unit that we own will correspond to one share of our Class A common stock or Class B common stock. The total number of Holdings Units owned by us and the holders of our Class C common stock and Class D common stock at any given time will equal the sum of the outstanding shares of all classes of our common stock. Shares of our Class C common stock and Class D common stock cannot be transferred except in connection with a transfer or exchange of Holdings Units.

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We do not intend to list our Class B common stock, Class C common stock or Class D common stock on any stock exchange.

The purchase of Holdings Units (along with corresponding shares of our Class D common stock) from RHI using the net proceeds from this offering, future exchanges by RHI or Dan Gilbert (or its transferees or other assignees) of Holdings Units and corresponding shares of Class D common stock or Class C common stock for shares of our Class B common stock or Class A common stock, and future purchases of Holdings Units (along with the corresponding shares of our Class D common stock or Class C common stock) from RHI or Dan Gilbert (or its or his transferees or other assignees) are expected to produce favorable tax attributes for us. These tax attributes would not be available to us in the absence of those transactions.

We intend to enter into a tax receivable agreement with RHI and Dan Gilbert that will provide for the payment by us to RHI and Dan Gilbert (or its or his transferees of Holdings Units or other assignees) of 90% of the amount of cash savings, if any, in U.S. federal, state and local income tax or franchise tax that we actually realize (computed using simplifying assumptions to address the impact of state and local taxes) as a result of (i) certain increases in our allocable share of the tax basis in Holdings' assets resulting from (a) the purchases of Holdings Units (along with the corresponding shares of our Class D common stock or Class C common stock) from RHI or Dan Gilbert (or their transferees of Holdings Units or other assignees) using the net proceeds from this offering or in any future offering, (b) exchanges by RHI or Dan Gilbert (or their transferees of Holdings Units or other assignees) of Holdings Units (along with the corresponding shares of our Class D common stock or Class C common stock) for shares of our Class B common stock or Class A common stock, as applicable, or (c) payments under the tax receivable agreement; (ii) tax benefits related to imputed interest deemed arising as a result of payments made under the tax receivable agreement and (iii) disproportionate allocations (if any) of tax benefits to Holdings as a result of section 704(c) of the Code that relate to the reorganization transactions. Although we are not aware of any issue that would cause the IRS to challenge the tax basis increases or other tax benefits arising under the tax receivable agreement, RHI (or its transferees or assignees) will not reimburse us for any payments previously made if such tax basis increases or other tax benefits are subsequently disallowed, except that excess payments made to RHI and Dan Gilbert will be netted against future payments otherwise to be made under the tax receivable agreement, if any, after our determination of such excess. As a result, in such circumstances we could make future payments to RHI and Dan Gilbert under the tax receivable agreement that are greater than our actual cash tax savings and may not be able to recoup those payments, which could negatively impact our liquidity. In addition, there is a possibility that under certain circumstances not all of the 90% of the applicable cash savings will be paid to the selling or exchanging holder of Holdings Units at the time described above. If we determine that such circumstances apply and all or a portion of such applicable tax savings is in doubt, we will pay to the holders of such Holdings Units the amount attributable to the portion of the applicable tax savings that we determine is not in doubt and pay the remainder at such time as we reasonably determine the actual tax savings or that the amount is no longer in doubt. See *"Risk Factors—Risks Related to Our Organization and Structure—We are required to pay the stockholders of RHI for certain tax benefits we may claim, and the amounts we may pay could be significant."* and *"Certain Relationships and Related Party Transactions—Tax Receivable Agreement."*

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USE OF PROCEEDS

We expect to receive approximately \$1,760 million of net proceeds (based upon the initial public offering price of \$18.00 per share, and assuming no exercise of the underwriters' option to purchase additional shares) from the sale of the Class A common stock offered by us, after deducting underwriting discounts and commissions and before deducting offering expenses. We estimate that the net proceeds to us, if the underwriters exercise their right to purchase the maximum of additional shares of Class A common stock from us, will be approximately \$2,023 million, after deducting underwriting discounts and commissions and estimated expenses payable by us in connection with this offering (based upon the initial public offering price of \$18.00 per share).

We intend to use the entire aggregate amount of the net proceeds from this offering to acquire a number of Holdings Units and corresponding shares of Class D common stock from RHI equal to the amount of such net proceeds divided by the price paid by the underwriters for shares of our Class A common stock in this offering (100,000,000 Holdings Units and corresponding shares of Class D common stock or, if the underwriters exercise their option to purchase additional shares in full, 115,000,000 Holdings Units and corresponding shares of Class D common stock). We do not intend to use any proceeds from this offering to acquire any Holdings Units and shares of Class D common stock from Dan Gilbert.

We estimate that the offering expenses (other than the underwriting discounts) will be approximately \$14.5 million. All of such offering expenses will be paid for or otherwise borne by Holdings.

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| | As of March 31, 2020 | | |
|---|--------------------------|--|----------------------------|
| | Actual (in thousands) | Pro Forma (except share and per share data) | As Adjusted (per share) |
| Cash and cash equivalents ⁽¹⁾ | \$2,250,627 | \$1,088,671 | \$1,115,397 |
| Total long-term indebtedness ⁽²⁾ | \$2,234,756 | \$2,234,756 | \$2,234,756 |
| Equity: | | | |
| Class A common stock, par value \$0.00001 per share; no shares authorized, issued and outstanding, actual; no shares authorized, issued and outstanding, pro forma; 10,000,000,000 shares authorized, 100,372,565 issued and outstanding, as adjusted . . . | — | — | 1 |
| Class B common stock, par value \$0.00001 per share; no shares authorized, issued and outstanding, actual; no shares authorized, issued and outstanding, pro forma; 6,000,000,000 shares authorized, none issued and outstanding, as adjusted | — | — | — |
| Class C common stock, par value \$0.00001 per share; no shares authorized, issued and outstanding, actual; no shares authorized, issued and outstanding, pro forma; 6,000,000,000 shares authorized, none issued and outstanding, as adjusted | — | — | — |
| Class D common stock, par value \$0.00001 per share; no shares authorized, issued and outstanding, actual; no shares authorized, issued and outstanding, pro forma; 6,000,000,000 shares authorized, 1,883,279,483 issued and outstanding, as adjusted . . | — | — | 19 |
| Additional paid-in capital | — | — | 18,712 |
| Net parent investment | 3,646,753 | (231,637) | — |
| Retained earnings | — | — | — |
| Accumulated other comprehensive loss | (1,590) | (1,590) | (80) |
| Non-controlling interest | 4,256 | 4,256 | (205,549) |
| Total equity | 3,649,419 | (228,971) | (186,897) |
| Total capitalization | \$5,884,175 | \$2,005,785 | \$2,047,859 |

⁽¹⁾ Management anticipates that the \$3,878,390 thousand of distributions to RHI will be fully funded through the use of cash on hand as of March 31, 2020 and cash flows generated from operations between April 1, 2020 and the transaction date. The \$1,088,671 thousand pro forma cash and cash equivalents reflects anticipated remaining cash after giving effect to such distributions.

⁽²⁾ Prior to the closing of this offering, we intend to incur short-term indebtedness of \$600 million under the RHI/QL Line of Credit (as defined herein) for general corporate purposes.

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DILUTION

If you invest in our Class A common stock, you will experience dilution to the extent of the difference between the initial public offering price per share of our Class A common stock and the pro forma net tangible book value per share of our common stock. Dilution results from the fact that the per share offering price of the Class A common stock is substantially in excess of the book value per share attributable to the common stock held by existing equityholders (including all shares issuable upon exchange and/or conversion).

Our pro forma net tangible book value as of March 31, 2020 would have been approximately \$3,635.8 million, or \$1.83 per share of our common stock. Pro forma net tangible book value represents the amount of total tangible assets less total liabilities, and pro forma net tangible book value per share represents pro forma net tangible book value divided by the number of shares of common stock outstanding, in each case, after giving effect to the reorganization transactions and assuming that RHI and Dan Gilbert exchange all of the Holdings Units and corresponding shares of our Class D common stock for newly issued shares of our Class B common stock on a one-for-one basis. The pro forma net tangible book value of the Combined Companies as of March 31, 2020 does not give effect to the aggregate of \$3,878 million of cash distributions the Combined Companies will have made to RHI subsequent to March 31, 2020 which will be fully funded through the use of cash on hand as of March 31, 2020 and cash flows generated from operations between April 1, 2020 and the transaction date.

After giving effect to the reorganization transactions, the estimated impact of the tax receivable agreement, and assuming that RHI and Dan Gilbert exchange all of the Holdings Units and corresponding shares of our Class D common stock for newly issued shares of our Class B common stock on a one-for-one basis, and after giving further effect to the sale of 100,000,000 shares of Class A common stock in this offering at the initial public offering price of \$18.00 per share and the application of the net proceeds from this offering, our pro forma as adjusted net tangible book value would have been approximately \$3,651.1 million, or \$1.84 per share, representing an immediate increase in net tangible book value of \$0.01 per share to existing equityholders and an immediate dilution in net tangible book value of \$16.16 per share to new investors.

The following table illustrates the per share dilution:

| | |
|--|-----------------------|
| Assumed initial public offering price per share | \$18.00 |
| Pro forma net tangible book value per share as of March 31, 2020 ⁽¹⁾ | \$ 1.83 |
| Increase in pro forma net tangible book value per share attributable to new investors . . . | \$ 0.01 |
| Pro forma as adjusted net tangible book value per share after this offering ⁽²⁾ | <u>\$ 1.84</u> |
| Dilution in pro forma net tangible book value per share to new investors | <u>\$16.16</u> |

(1) Reflects 1,883,652,048 outstanding shares, consisting of (i) 372,565 shares of Class A common stock and (ii) 1,883,279,483 shares of Class B common stock issuable upon the exchange of all of the Holdings Units and corresponding shares of our Class D common stock held by RHI and Dan Gilbert immediately prior to this offering.

(2) Reflects 1,983,652,048 outstanding shares, consisting of (i) 100,000,000 shares of Class A common stock to be issued in this offering (ii) 372,565 shares of Class A common stock outstanding immediately prior to this offering and (iii) 1,883,279,483 shares of Class B common stock issuable upon the exchange of all of the Holdings Units and corresponding shares of our Class D common stock held by RHI and Dan Gilbert.

Dilution is determined by subtracting pro forma net tangible book value per share after this offering from the initial public offering price per share of Class A common stock.



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The following table sets forth, on a pro forma basis as of March 31, 2020, the number of shares of Class A common stock purchased from us, the total consideration paid to us and the average price per share paid by the existing equityholders and by new investors purchasing shares in this offering, at the initial public offering price of \$18.00 per share, after deducting the estimated underwriting discounts and commissions and estimated offering expenses payable by us and after giving effect to the reorganization transactions, the estimated impact of the tax receivable agreement, assuming that RHI and Dan Gilbert exchange all of the Holdings Units and corresponding shares of our Class D common stock for newly issued shares of our Class B common stock on a one-for-one basis, and after giving further effect to this offering and the application of the net proceeds from this offering:

| | Shares of Common Stock Purchased | | Total Consideration | | Average Price |
|---|----------------------------------|-------------|------------------------|-------------|----------------|
| | Number | Percent | Amount | Percent | Per Share |
| Existing stockholders ⁽¹⁾⁽²⁾ | 1,883,652,048 | 95% | \$3,676,145,000 | 67% | \$ 1.95 |
| New investors ⁽³⁾ | 100,000,000 | 5% | \$1,800,000,000 | 33% | \$18.00 |
| Total | 1,983,652,048 | 100% | \$5,476,145,000 | 100% | \$ 2.76 |

- (1) Reflects approximately \$3,676 million of consideration paid by existing equityholders in respect of shares of Holdings Units (together with corresponding shares of Class D common stock).
- (2) The total consideration provided by the existing shareholders is equal to the pro forma equity of the Combined Companies as of March 31, 2020 and does not give effect to the aggregate of \$3,878 million of cash distributions the Combined Companies made to RHI which will be fully funded through the use of cash on hand as of March 31, 2020 and cash flows generated from operations between April 1, 2020 and the transaction date.
- (3) Includes 100,000,000 shares of Class A common stock to be sold in this offering. We intend to use the entire aggregate amount of \$1,760 million of the net proceeds from this offering (or \$2,023 million if the underwriters exercise their option to purchase additional shares in full) to acquire a number of Holdings Units and corresponding shares of Class D common stock from RHI equal to the amount of such net proceeds divided by the price paid by the underwriters for shares of our Class A common stock in this offering (100,000,000 Holdings Units and shares of Class D common stock or, if the underwriters exercise their option to purchase additional shares in full, 115,000,000 Holdings Units and shares of Class D common stock). We do not intend to use any proceeds from this offering to acquire any Holdings Units and shares of Class D common stock from Dan Gilbert. See "Use of Proceeds."

The number of shares of our Class A common stock outstanding after this offering as shown in the tables above excludes the issuance of 16,720,517 restricted stock units and stock options to purchase 26,355,136 shares of Class A common stock granted in connection with the offering, under the 2020 Omnibus Incentive Plan. The foregoing amounts are based on the public offering price set forth on the cover page of this prospectus. To the extent any restricted stock units are granted and settled, or any options are granted and exercised, in the future, there may be further dilution to new investors.

To the extent the underwriters' option to purchase additional shares is exercised, there will be further dilution to new investors.

We may choose to raise additional capital due to market conditions or strategic considerations even if we believe we have sufficient funds for our current or future operating plans. To the extent additional capital is raised through the sale of equity or convertible debt securities, the issuance of these securities could result in further dilution to our stockholders.

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adjustments give appropriate effect to those assumptions and are properly applied in the unaudited pro forma condensed combined financial statements.

As a public company, we will be implementing additional procedures and processes for the purpose of addressing the standards and requirements applicable to public companies. We expect to incur additional annual expenses related to these steps and, among other things, additional directors' and officers' liability insurance, director fees, fees to comply with the reporting requirements of the SEC, transfer agent fees, hiring of additional accounting, legal and administrative personnel, increased auditing and legal fees and similar expenses. We have not included any pro forma adjustments relating to these costs.

For purposes of the unaudited pro forma condensed combined financial information, we have assumed that we will issue 100,000,000 shares of Class A common stock at a price per share equal to the initial public offering price set forth on the cover of this prospectus, and, as a result, immediately following the completion of this offering, the ownership percentage represented by Holdings Units not held by us will be 95%, and the net income attributable to Holdings Units not held by us will accordingly represent 95% of our net income. If the underwriters exercise their option to purchase additional shares in full, the ownership percentage represented by Holdings Units not held by us will be 94%, and the net income attributable to Holdings Units not held by us will accordingly represent 94% of our net income.

As described in greater detail under "*Certain Relationships and Related Party Transactions—Tax Receivable Agreement*," in connection with the consummation of this offering, we, RHI and Dan Gilbert will enter into a tax receivable agreement, pursuant to which we will agree to pay RHI and Dan Gilbert 90% of the cash savings, if any, in U.S. federal, state and local income tax or franchise tax that we actually realize (computed using simplifying assumptions to address the impact of state and local taxes) as a result of:

- (1) Certain increases in our allocable share of the tax basis in Holdings assets resulting from:
 - (a) The purchases of Holdings Units (along with the corresponding shares of our Class D common stock or Class C common stock) from RHI and Dan Gilbert (or their transferees of Holdings Units or other assignees) using the net proceeds from this offering or in any future offering,
 - (b) Exchanges by RHI and Dan Gilbert (or their transferees of Holdings Units or other assignees) of Holdings Units (along with the corresponding shares of our Class D common stock or Class C common stock) for shares of our Class B common stock or Class A common stock, or cash, as applicable, or
 - (c) Payments under the tax receivable agreement;
- (2) Tax benefits related to imputed interest deemed arising as a result of payments made under the tax receivable agreement; and
- (3) Disproportionate allocations (if any) of tax benefits to Holdings as a result of Section 704(c) of the Code that relate to the reorganization transactions.

We expect to benefit from the remaining 10% of cash savings, if any, that we realize. Due to the uncertainty in the amount and timing of future exchanges of Holdings Units and corresponding shares of Class D common stock or Class C common stock by RHI and Dan Gilbert and purchases of Holdings Units and corresponding shares of Class D common stock or Class C common stock from RHI and Dan Gilbert, the unaudited pro forma condensed combined financial information assumes that no exchanges or purchases of Holdings Units and shares of Class D common stock have occurred and therefore no increases in tax basis in the Issuer's assets or other tax benefits that may be realized thereunder have been assumed in the unaudited pro forma condensed

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combined financial information. However, if RHI and Dan Gilbert were to exchange or sell us all of their Holdings Units and shares of Class D common stock, we would recognize a deferred tax asset of approximately \$10,720,637 thousand and a liability of approximately \$10,156,145 thousand, assuming: (i) all exchanges or purchases occurred on the same day; (ii) a price of \$18.00 per share; (iii) a constant corporate tax rate of 24.77%; (iv) that we will have sufficient taxable income to fully utilize the tax benefits and (v) no material changes in tax law.

For each 5% increase (decrease) in the amount of Holdings Units and shares of Class D common stock exchanged by or purchased from RHI or Dan Gilbert, our deferred tax asset would increase (decrease) by approximately \$27,024 thousand and the related liability would increase (decrease) by approximately \$25,619 thousand, assuming that the price per share and corporate tax rate remain the same. These amounts are estimates and have been prepared for informational purposes only. The actual amount of deferred tax assets and related liabilities that we will recognize will differ based on, among other things, the timing of the exchanges and purchases, the price of our shares of Class A common stock at the time of the exchange or purchase, the tax rates then in effect, and the ability to utilize the deferred tax assets.

The unaudited pro forma condensed combined financial information should be read together with “*Organizational Structure*,” “*Capitalization*,” “*Selected Historical Combined Financial and Other Data*,” “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and the audited combined financial statements of the Combined Businesses and related notes thereto as well as the interim condensed combined financial statements of the Combined Businesses and related notes thereto included elsewhere in this prospectus.

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**UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET
 AS OF MARCH 31, 2020**

| (In thousands, except share and per share data) | Rocket Companies As Reported | Distribution Adjustments | As Adjusted Before the Offering | Offering Adjustments | Rocket Companies, Inc. Pro Forma |
|---|---------------------------------|-----------------------------|--|-------------------------------|--|
| Assets | | | | | |
| Cash and cash equivalents | \$ 2,250,627 | \$(1,161,956)(1) | \$ 1,088,671 | \$ 26,726(2)(3) | \$ 1,115,397 |
| Restricted cash | 64,976 | | 64,976 | ▲ | ▲ 64,976 |
| Mortgage loans held for sale, at fair value | 12,843,384 | | 12,843,384 | | 12,843,384 |
| Interest rate lock commitments ("IRLCs"), at fair value | 1,214,865 | | 1,214,865 | | 1,214,865 |
| Mortgage servicing rights ("MSRs"), at fair value | 2,170,638 | | 2,170,638 | | 2,170,638 |
| MSRs collateral for financing liability, at fair value | 79,446 | | 79,446 | | 79,446 |
| Notes receivable and due from affiliates | 23,288 | | 23,288 | | 23,288 |
| Property and equipment, net | 179,111 | | 179,111 | | 179,111 |
| Lease right-of-use assets | 269,543 | | 269,543 | | 269,543 |
| Forward commitments, at fair value | 217,210 | | 217,210 | | 217,210 |
| Loans subject to repurchase right from | | | | | |
| Ginnie Mae | 671,916 | | 671,916 | | 671,916 |
| Deferred tax asset | — | | — | | 542,199 |
| Other assets | 1,333,915 | | 1,333,915 | ▲ 542,199(4)(5) ▲ (466)(6) | ▲ 1,333,449 |
| Total assets | <u>\$21,318,919</u> | <u>\$(1,161,956)</u> | <u>\$20,156,963</u> | <u>▲ \$ 568,459</u> | <u>▲ \$20,725,422</u> |
| Liabilities and members'/stockholders' equity | | | | | |
| Liabilities: | | | | | |
| Funding facilities | \$11,423,124 | | \$11,423,124 | | \$11,423,124 |
| Other financing facilities & debt: | | | | | |
| Lines of credit | 975,000 | | 975,000 | | 975,000 |
| Senior Notes, net | 2,234,756 | | 2,234,756 | | 2,234,756 |
| Early buy out facility | 287,122 | | 287,122 | | 287,122 |
| MSRs financing liability, at fair value | 73,837 | | 73,837 | | 73,837 |
| Accounts payable | 234,608 | | 234,608 | ▲ 14,000(6) | ▲ 248,608 |
| Lease liabilities | 302,271 | | 302,271 | | ▲ 302,271 |
| Forward commitments, at fair value | 1,023,938 | | 1,023,938 | | 1,023,938 |
| Investor reserves | 55,667 | | 55,667 | | 55,667 |
| Notes payable and due to affiliates | 51,727 | | 51,727 | | 51,727 |
| Loans subject to repurchase right from | | | | | |
| Ginnie Mae | 671,916 | | 671,916 | | 671,916 |
| TRA liability | — | | — | ▲ 512,385(5) | ▲ 512,385 |
| Other liabilities | 335,534 | 2,716,434(1) | 3,051,968 | | ▲ 3,051,968 |
| Total liabilities | <u>17,669,500</u> | <u>2,716,434</u> | <u>20,385,934</u> | <u>▲ 526,385</u> | <u>▲ 20,912,319</u> |
| Equity: | | | | | |
| Class A common stock, par value | | | | | |
| 0.00001 per share | — | | — | ▲ 1(2)(3) | ▲ 1 |
| Class B common stock, par value | | | | | |
| 0.00001 per share | — | | — | | — |
| Class C common stock, par value | | | | | |
| 0.00001 per share | — | | — | | — |
| Class D common stock, par value | | | | | |
| 0.00001 per share | — | | — | ▲ 19(2)(3) | ▲ 19 |
| Additional paid-in capital | — | | — | ▲ 18,712(9) | ▲ 18,712 |
| Net parent investment | 3,646,753 | (3,878,390)(1) | (231,637) | ▲ 231,637(3)(7) | ▲ — |
| Retained earnings | — | | — | | — |
| Accumulated other comprehensive loss | (1,590) | | (1,590) | ▲ 1,510(8) | ▲ (80) |
| Noncontrolling interest | 4,256 | | 4,256 | ▲ (209,805)(8) | ▲ (205,549) |
| Total equity | <u>3,649,419</u> | <u>(3,878,390)</u> | <u>(228,971)</u> | <u>▲ 42,074</u> | <u>▲ (186,897)</u> |
| Total liabilities and equity | <u>\$21,318,919</u> | <u>\$(1,161,956)</u> | <u>\$20,156,963</u> | <u>▲ \$ 568,459</u> | <u>▲ \$20,725,422</u> |

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NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET

- (1) Reflects the cash distributions made by Rocket Companies to RHI subsequent to March 31, 2020 and prior to RHI to the completion of the reorganization transactions, as described in greater detail under “*Organizational Structure*.” Management anticipates that the \$3,878,390 thousand of distributions will be fully funded through the use of cash on hand as of March 31, 2020 and cash flows generated from operations between April 1, 2020 and the transaction date.

For purposes of the unaudited pro forma condensed combined balance sheet, the payment of the distributions is reflected as a reduction to net parent investment of \$3,878,390 thousand, a reduction to cash and cash equivalents of \$1,161,956 thousand, and the recognition of a non-interest bearing payable (in other liabilities) of \$2,716,434 thousand. The pro forma cash and cash equivalents balance after giving effect to this adjustment represents the Company’s estimated ending cash and cash equivalents balance immediately prior to the completion of the reorganization and offering transactions.

- (2) We estimate that the proceeds to us from this offering will be approximately \$1,759,500 thousand (or \$2,023,425 thousand if the underwriters exercise in full their option to purchase additional shares of Class A common stock), based on the initial public offering price of \$18.00 per share, after deducting \$40,500 thousand of assumed underwriting discounts and commissions and before deducting offering expenses. We intend to use the entire aggregate amount of the net proceeds from this offering to acquire a number of Holdings Units and corresponding shares of Class D common stock from RHI. We do not intend to use any proceeds from this offering to acquire any Holdings Units and shares of Class D common stock from Dan Gilbert. For more information, see “*Use of Proceeds*.”
- (3) Reflects the issuance of Class D common stock to RHI and Dan Gilbert in exchange for cash consideration of \$20 thousand equal to the par value of the Class D common stock issued, Dan Gilbert’s \$20,000 thousand contribution to Holdings to become a member, as described in greater detail under “*Organizational Structure—The Reorganization Transactions*,” and the \$6,706 thousand of proceeds received from the issuance of Class A common stock prior to the offering.
- (4) The Issuer is subject to U.S. federal, state, local and Canadian income taxes and will file consolidated income tax returns for U.S. federal and certain state and local jurisdictions. This adjustment reflects the recognition of deferred taxes in connection with the reorganization transaction assuming the federal rates currently in effect and the highest statutory rates apportioned to each state, local and Canadian jurisdiction.

We have recorded a pro forma deferred tax asset adjustment net of valuation allowance of \$542,199 thousand. The net deferred tax asset includes (i) \$421,894 thousand related to temporary differences in the book basis as compared to the tax basis of the Issuer’s investment in Holdings, and (ii) \$120,305 thousand related to tax benefits from future deductions attributable to payments under the tax receivable agreement as described further in note (5) below. A valuation allowance of \$24,977 thousand has been recorded for those deferred tax assets the Issuer has determined is not more likely than not to be realized. The Issuer has determined it is more likely than not the remaining \$542,199 thousand of deferred tax assets that will result in ordinary income tax deductions that will be realized based on projections of future taxable income. The Issuer will continue to assess all positive and negative evidence and will adjust the valuation allowance to the extent it is more likely than not its assessment changes.

- (5) Prior to the completion of this offering, we will enter into a tax receivable agreement with RHI and Dan Gilbert that provides for the payment by Rocket Companies, Inc. to RHI and Dan Gilbert of 90% of the benefits, if any, that Rocket Companies, Inc. realizes as a result of the

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purchase of Holdings Units (along with corresponding shares of our Class D common stock) from RHI using the net proceeds from this offering. See “*Certain Relationships and Related Party Transactions—Tax Receivable Agreement*.” The tax receivable agreement will be accounted for as a contingent liability, with amounts accrued when considered probable and reasonably estimable. We will record a \$512,385 thousand liability based on the Company’s estimate of the aggregate amount that it will pay to RHI and Dan Gilbert under the tax receivable agreement as a result of the offering transactions. As mentioned in note (4) above, we will record an increase of \$120,305 thousand in deferred tax assets, net of a valuation allowance of \$6,613 thousand, related to tax benefits from future deductions attributable to payments under the tax receivable agreement as a result of the offering transactions. Additionally, we will record a decrease to additional paid-in capital of \$392,080 thousand, which is equal to the difference between the increase in deferred tax assets and the increase in liabilities due to existing owners under the tax receivable agreement as a result of the offering transactions. No adjustment has been made to reflect future exchanges by RHI or Dan Gilbert (or their transferees of Holdings Units or other assignees) of Holdings Units (along with the corresponding shares of our Class D common stock or Class C common stock) for cash or shares of our Class B common stock or Class A common stock, as applicable.

- (6) We are deferring certain costs associated with this offering. These costs primarily represent legal, accounting and other direct costs and are recorded in other assets in our combined balance sheet. Upon completion of this offering, these deferred costs will be charged against the proceeds from this offering with a corresponding reduction to additional paid-in capital. There were initially \$466 thousand of deferred offering costs recorded as other assets as of March 31, 2020, and \$14,000 thousand of additional deferred offering costs that were incurred which were recorded in accounts payable with a corresponding reduction to additional paid-in capital.
- (7) Represents an adjustment of \$211,637 thousand to net parent investment and additional paid-in capital, reflecting the reclassification of net parent investment after giving effect to (i) the reduction related to the distributions referenced in note (1) above and (ii) the increase related to the capitalization of Holdings as referenced in note (3) above.
- (8) As a result of the reorganization transactions, the operating agreement of Holdings will be amended and restated to, among other things, designate Rocket Companies, Inc. as the sole managing member of Holdings. As sole managing member, Rocket Companies, Inc. will exclusively operate and control the business and affairs of Holdings. The Holdings Units owned by RHI and Dan Gilbert will be considered noncontrolling interests in the consolidated financial statements of Rocket Companies, Inc. The adjustment to non-controlling interest of \$209,805 thousand reflects the proportional interest in the pro forma consolidated total equity of Holdings owned by RHI and Dan Gilbert.
- (9) The following table is a reconciliation of the adjustments impacting additional paid-in-capital:

| | |
|---|------------------|
| Net proceeds from offering of Class A common stock | \$ 1,759,499(2) |
| Purchase of Holding Units from RHI | (1,759,499)(2) |
| Proceeds from issuance of Class A common stock prior to the offering | 6,706(3) |
| Net adjustment from recognition of deferred tax asset and TRA liability | 29,814(4)(5) |
| Reclassification of costs incurred in this offering from other assets to additional paid-in capital | (14,466)(6) |
| Net parent investment reclassification | (211,637)(7) |
| Adjustment for non-controlling interest | 208,295(8) |
| Net additional paid-in capital pro forma adjustment | <u>\$ 18,712</u> |

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**UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME
 FOR THE THREE MONTHS ENDED MARCH 31, 2020**

| (In thousands, except share and per share data) | Rocket Companies As Reported | Distribution Adjustments | As Adjusted Before the Offering | Offering Adjustments | Rocket Companies, Inc. Pro Forma |
|---|------------------------------|--------------------------|---------------------------------|----------------------|----------------------------------|
| Income: | | | | | |
| Revenue | | | | | |
| Gain on sale of loans: | | | | | |
| Gain on sale of loans excluding fair value of MSR, net | \$1,286,690 | | \$1,286,690 | | \$ 1,286,690 |
| Fair value of originated MSR | 535,419 | | 535,419 | | 535,419 |
| Gain on sale of loans, net | 1,822,109 | | 1,822,109 | | 1,822,109 |
| Loan servicing loss: | | | | | |
| Servicing fee income | 257,093 | | 257,093 | | 257,093 |
| Change in fair value of MSR | (991,252) | | (991,252) | | (991,252) |
| Loan servicing loss, net | (734,159) | | (734,159) | | (734,159) |
| Interest income (expense): | | | | | |
| Interest income | 74,042 | | 74,042 | | 74,042 |
| Interest expense on funding facilities | (39,459) | | (39,459) | | (39,459) |
| Interest income, net | 34,583 | | 34,583 | | 34,583 |
| Other income | 244,302 | | 244,302 | | 244,302 |
| Total revenue, net | 1,366,835 | | 1,366,835 | | 1,366,835 |
| Expenses | | | | | |
| Salaries, commissions and team member benefits | 683,450 | | 683,450 | ▲ 40,854(1) | 724,304 |
| General and administrative expenses | 193,566 | | 193,566 | | 193,566 |
| Marketing and advertising expenses | 217,992 | | 217,992 | | 217,992 |
| Depreciation and amortization | 16,115 | | 16,115 | | 16,115 |
| Interest and amortization expense on non-funding debt | 33,107 | | 33,107 | | 33,107 |
| Other expenses | 124,589 | | 124,589 | | 124,589 |
| Total expenses | 1,268,819 | | 1,268,819 | ▲ 40,854 | 1,309,673 |
| Income before income taxes | 98,016 | | 98,016 | ▲ (40,854) | 57,162 |
| Provision for income taxes | (736) | | (736) | ▲ 14(2) | (722) |
| Net income | 97,280 | | 97,280 | ▲ (40,840) | 56,440 |
| Net loss (income) attributable to noncontrolling interest | 441 | | 441 | ▲ (54,688)(3) | (54,247) |
| Net income attributable to Rocket Companies | \$ 97,721 | | \$ 97,721 | ▲ \$(95,528) | \$ 2,193 |
| Pro Forma Earnings Per Share | | | | | |
| Basic | | | | (4) | \$ 0.02 |
| Diluted | | | | (4) | \$ 0.02 |
| Pro Forma Number of Shares Used in Computing EPS | | | | | |
| Basic | | | | (4) | 100,372,565 |
| Diluted | | | | (4) | 101,213,069 |

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**UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME
 FOR THE YEAR ENDED DECEMBER 31, 2019**

| (In thousands, except share and per share data) | Rocket Companies As Reported | Distribution Adjustments | As Adjusted Before the Offering | Offering Adjustments | Rocket Companies, Inc. Pro Forma |
|---|---------------------------------|-----------------------------|---------------------------------------|-------------------------|--|
| Income: | | | | | |
| Revenue | | | | | |
| Gain on sale of loans: | | | | | |
| Gain on sale of loans excluding fair value of MSR's, net | \$ 3,139,656 | | \$3,139,656 | | \$ 3,139,656 |
| Fair value of originated MSR's | 1,771,651 | | 1,771,651 | | 1,771,651 |
| Gain on sale of loans, net | 4,911,307 | | 4,911,307 | | 4,911,307 |
| Loan servicing (loss) income: | | | | | |
| Servicing fee income | 950,221 | | 950,221 | | 950,221 |
| Change in fair value of MSR's | (1,596,631) | | (1,596,631) | | (1,596,631) |
| Loan servicing (loss) income, net | (646,410) | | (646,410) | | (646,410) |
| Interest income (expense): | | | | | |
| Interest income | 250,750 | | 250,750 | | 250,750 |
| Interest expense on funding facilities | (134,916) | | (134,916) | | (134,916) |
| Interest income, net | 115,834 | | 115,834 | | 115,834 |
| Other income | 739,168 | | 739,168 | | 739,168 |
| Total revenue, net | 5,119,899 | | 5,119,899 | | 5,119,899 |
| Expenses | | | | | |
| Salaries, commissions and team member benefits | 2,082,058 | | 2,082,058 | ▲ 163,416(1) | ▲ 2,245,474 |
| General and administrative expenses | 683,116 | | 683,116 | | 683,116 |
| Marketing and advertising expenses | 905,000 | | 905,000 | | 905,000 |
| Depreciation and amortization | 74,952 | | 74,952 | | 74,952 |
| Interest and amortization expense on non-funding debt | 136,853 | | 136,853 | | 136,853 |
| Other expenses | 339,549 | | 339,549 | | 339,549 |
| Total expenses | 4,221,528 | | 4,221,528 | ▲ 163,416 | ▲ 4,384,944 |
| Income before income taxes | 898,371 | | 898,371 | ▲ (163,416) | ▲ 734,955 |
| Provision for income taxes | (5,984) | | (5,984) | ▲ (3,245)(2) | ▲ (9,229) |
| Net income | 892,387 | | 892,387 | ▲ (166,661) | ▲ 725,726 |
| Net loss (income) attributable to noncontrolling interest | 1,367 | | 1,367 | ▲ (699,064)(3) | ▲ (697,697) |
| Net income attributable to Rocket Companies | \$ 893,754 | | \$ 893,754 | \$ (865,725) | \$ 28,029 |
| Pro Forma Earnings Per Share | | | | | |
| Basic | | | | (4) | \$ 0.28 |
| Diluted | | | | (4) | \$ 0.27 |
| Pro Forma Number of Shares Used in Computing EPS | | | | | |
| Basic | | | | (4) | ▲ 100,372,565 |
| Diluted | | | | (4) | ▲ 103,745,691 |

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NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENTS OF INCOME

- (1) Reflects the issuance of 16,720,517 restricted stock units and stock options to purchase 26,355,136 shares of Class A common stock granted to employees in connection with the offering, under the 2020 Omnibus Incentive Plan. The foregoing amounts are based on the public offering price set forth on the cover page of this prospectus. The pro forma expense is based on the initial public offering price of \$18.00 per share and was \$40,854 thousand for the three months ended March 31, 2020 and \$163,416 thousand for the twelve months ended December 31, 2019, respectively. Such options are expected to vest as follows: one third on the first anniversary, and then ratably on a monthly basis for the next twenty-four months. Equity compensation up to \$163,416 thousand per year would be recognized as recurring compensation expense over the service period.
- (2) Following the reorganization transactions and offering, the Issuer will be subject to U.S. federal income taxes, in addition to state, local and Canadian taxes. As a result, the pro forma statements of income reflects an adjustment to our provision for corporate income taxes to reflect a pro forma tax rate, which includes a provision for U.S. federal income taxes and assumes the highest statutory rates apportioned to each state, local and Canadian jurisdiction. Holdings has been, and will continue to be, treated as a partnership for U.S. federal and state income tax purposes. As such, Holdings' profits and losses will flow through to its partners, including the Issuer, and are generally not subject to tax at the Holdings level.

The pro forma adjustments for income tax expense represent tax expense (benefit) on income that will be taxable in jurisdictions after our corporate reorganization that previously had not been taxable. The adjustment is calculated as pro forma income before income taxes multiplied by the ownership percentage of the controlling interest and multiplied by the pro forma tax rate.

| | <u>March 31, 2020</u> | <u>December 31, 2019</u> |
|---|-----------------------|--------------------------|
| Pro forma income before taxes | <u>\$57,162</u> | <u>\$734,955</u> |
| Historical net loss attributable to noncontrolling interest . . | <u>441</u> | <u>1,367</u> |
| Pro forma income before taxes attributable to Holdings . . | <u>57,603</u> | <u>736,322</u> |
| Ownership percentage of the controlling interest | <u>5.06%</u> | <u>5.06%</u> |
| Pro forma income before taxes attributable to the controlling interest | <u>2,915</u> | <u>37,258</u> |
| Pro forma tax rate | <u>24.77%</u> | <u>24.77%</u> |
| Pro forma income tax expense | <u>\$ 722</u> | <u>\$ 9,229</u> |
| Historical income tax expense | <u>736</u> | <u>5,984</u> |
| Pro forma income tax expense adjustment | <u>\$ (14)</u> | <u>\$ 3,245</u> |

- (3) Following the reorganization transactions, the Issuer will become the sole managing member of Holdings, and upon consummation of this offering, the Issuer will initially own approximately 5.06% of the economic interest in Holdings but will have 100% of the voting power and control the management of Holdings. The ownership percentage held by the noncontrolling interest will be approximately 94.94%. Net income attributable to the noncontrolling interest will represent approximately 94.94% of net income.
- (4) The weighted average number of shares underlying the basic earnings per share calculation reflects only the 100,372,565 shares of Class A common stock outstanding after the offering as they are the only outstanding shares which participate in distributions or dividends by Rocket Companies, Inc. All of the proceeds from the sale of the Class A common stock in the IPO will be used to purchase Holdings Units from RHI and not for general corporate purposes, see "Use of Proceeds." Pro forma diluted earnings per share is computed by adjusting pro forma net

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income attributable to Rocket Companies Inc. and the weighted average shares of Class A common stock outstanding to give effect to potentially dilutive securities that qualify as participating securities using the treasury stock method, as applicable. Shares of Class C common stock and Class D common stock are not participating securities and therefore are not included in the calculation of pro forma basic earnings per share. There were no Class B common shares issued and outstanding at the time of the offering.

Holdings Units, together with a corresponding number of shares of our Class D common stock or Class C common stock, may be exchanged, at our option, for shares of our Class B common stock or Class A common stock. After evaluating the potential dilutive effect under the if-converted method, the outstanding Holdings Units for the assumed exchange of non-controlling interests were determined to be anti-dilutive and thus were excluded from the computation of diluted earnings per share.

The diluted weighted average share calculation assumes that certain equity awards were issued and outstanding at the beginning of the period. The following table sets forth a reconciliation of the numerators and denominators used to compute pro forma basic and diluted earnings per share.

| | <u>For the Three Months Ended March 31, 2020</u> | <u>For the Year Ended December 31, 2019</u> |
|--|--|---|
| Earnings per share of common stock | | |
| Numerator: | | |
| Net income attributable to the Issuer's shareholders (basic and diluted) | \$ 2,192,733 | \$ 28,029,049 |
| Denominator: | | |
| Weighted average of shares of common stock outstanding (basic) | 100,372,565 | 100,372,565 |
| Incremental common shares attributable to dilutive instruments . | 840,504 | 3,373,126 |
| Weighted average of shares of common stock outstanding (diluted) | 101,213,069 | 103,745,691 |
| Basic earnings per share | \$ 0.02 | \$ 0.28 |
| Diluted earnings per share | \$ 0.02 | \$ 0.27 |

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Income taxes

Our Combined Businesses include C corporations that have elected to be treated as Subchapter S subsidiary corporations or single member limited liability companies, both of which are disregarded for federal income tax purposes. The RHI shareholders are responsible for the federal income tax liabilities of RHI and the Combined Businesses. Therefore, no provision for federal income taxes is reflected in the historical financial statements.

Provision for income taxes in the combined financial statements are computed using the liability method. Under this method, deferred income taxes are provided for differences between the financial accounting and income tax basis of assets and liabilities. In assessing the need for a valuation allowance, both positive and negative evidence related to the likelihood of realization of the deferred tax assets is considered. If, based on the weight of the available evidence, it is more likely than not that the deferred tax assets will not be realized, a valuation allowance is recorded. Refer to *Note 11, Income Taxes* of the notes to the annual combined financial statements included elsewhere in this prospectus for further information.

In connection with the completion of this offering and as a result of the reorganization transactions, we will become subject to U.S. federal and certain state taxes applicable to entities treated as corporations for U.S. federal income tax purposes on taxable income attributable to the Company's interest in Holdings.

Stock-based compensation

Stock-based compensation is comprised of both equity and liability awards and is measured and expensed accordingly under Accounting Standards Codification ("ASC") 718 *Compensation—Stock Compensation*.

Non-Controlling Interest

Our historical financial statements include a non-controlling interest reported since 2018 related to a minority interest in one of our subsidiaries.

In connection with the reorganization transactions, we will be appointed as the sole managing member of Holdings pursuant to Holdings' operating agreement. Because we will manage and operate the business and control the strategic decisions and day-to-day operations of Holdings and will also have a substantial financial interest in Holdings, we will consolidate the financial results of Holdings, and a portion of our net income (loss) will be allocated to the non-controlling interest to reflect the entitlement of RHI and Dan Gilbert to Holdings' net income (loss). We will hold approximately 5% of the outstanding Holdings Units (or approximately 6% of the outstanding Holdings Units if the underwriters exercise their option to purchase additional shares in full), and the remaining Holdings Units will be held by RHI and Dan Gilbert.

Future Public Company Expenses

We expect our operating expenses to increase when we become a public company following this offering. We expect our accounting, legal and personnel-related expenses and directors' and officers' insurance costs to increase as we establish more comprehensive compliance and governance functions, maintain and review internal controls over financial reporting in accordance with Sarbanes-Oxley and prepare and distribute periodic reports as required by the rules and regulations of the SEC. As a result, our historical results of operations may not be indicative of our results of operations in future periods.

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Dering Hall in 2015. Jennifer is active with a number of nonprofits focused on the arts, Jewish causes and finding a cure for neurofibromatosis (NF). She is President of NF Forward, Chair of the Cranbrook Academy of Art Board of Governors and serves on the board of the Detroit Institute of Arts. Jennifer founded the Detroit Art Collection to beautify and inspire public spaces and structures in downtown Detroit with sculptural and mixed media works from local, as well as national artists, galleries and dealers. Jennifer earned her Bachelor of Arts in Interior Design at Michigan State University. We believe Jennifer is qualified to serve as a member of our board of directors due to her significant business and leadership experience.

Matthew Rizik

Matthew Rizik is a Director of the Issuer, a position he has held since March 2020. Matthew is also a Director of RHI, see *“Risk Factors—Risks Related to Our Organization and Structure—We will share our Chief Executive Officer and certain directors with RHI, our Chief Executive Officer will not devote his full time and attention to our affairs, and the overlap may give rise to conflicts.”* Matthew joined RHI in 2012 as the Chief Tax Officer. Prior to joining RHI, Matthew was a tax partner with PricewaterhouseCoopers LLP in Detroit, where he had over 31 years of experience. Matthew currently serves as a board member of the Motown Museum Legacy Council, City Year, Gilbert Family Foundation and NF Forward. Matthew earned a bachelor’s degree in accounting and a master’s degree in business administration from Michigan State University. We believe Matthew is qualified to serve as a member of our board of directors due to his significant accounting and tax experience in the mortgage industry.

Suzanne Shank

Suzanne Shank will be a Director of the Issuer prior to the consummation of this offering. Suzanne is the President, CEO and co-founder of Siebert Williams Shank & Co., LLC, a full-service investment banking firm offering debt and equity origination services to a wide range of Fortune 500 companies and debt underwriting for municipal clients nationally. She has held this role since 2019. Previously, Ms. Shank was Chairperson and CEO of Siebert Cisneros Shank & Co., L.L.C., a firm which she co-founded in 1996. Suzanne currently serves as a Director of American Virtual Cloud Technologies, CMS Energy and Consumers Energy’s Boards and is on the boards of the Skillman Foundation, the Detroit Institute of Arts, Detroit Regional Chamber (Executive Committee), the Bipartisan Policy Center Executive Council on Infrastructure, the Wharton Graduate Board of Trustees, and the Spelman College Board of Trustees, as well as on the SEC’s Fixed Income Market Structure Advisory Committee. Suzanne earned a bachelor’s degree in civil engineering from the Georgia Institute of Technology and a master’s degree in business administration from the Wharton School, University of Pennsylvania. We believe Suzanne is qualified to serve as a member of our board of directors due to her extensive experience in financial services.

Nancy Tellem

Nancy Tellem will be a Director of the Issuer prior to the consummation of this offering. Nancy is the Executive Chairperson of Eko, a media network that reimagines storytelling by using proprietary technology to create interactive stories that respond and leverage the interactive nature of today’s media devices. Nancy has held this role since 2014. Nancy holds board and advisory positions at numerous digital and media-related companies, including Eko, Metro-Goldwyn-Mayer, Nielsen, League Apps, KODE labs and is a board member of Cranbrook Art Academy and Museum and Seeds of Peace. Nancy has previously held executive positions at several leading entertainment companies, including Xbox Entertainment Studios, CBS, and Warner Brothers. Nancy earned a bachelor’s degree from University of California, Berkeley, and a J.D. degree from UC Hastings College of the Law. We believe Nancy is qualified to serve as a member of our board of directors due to her significant business and leadership experience.

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aggregate grant date value of \$130.2 million. The number of restricted stock units that will be issued will be equal to the grant date value divided by our public offering price, and the number of stock options that will be issued will be equal to the grant date value of such stock options divided by the Black-Scholes value of an option to purchase one share of our Class A common stock. In particular, it is anticipated that our named executive officers will, in the aggregate, receive new equity awards of 3,291,181 Class A common stock, with Jay, Julie, Bob and Angelo receiving 728,571, 267,857, 321,429 and 160,714 restricted stock units, respectively, and 893,170, 328,371, 394,046 and 197,023 stock options, respectively. The foregoing amounts with respect to the named executive officers are based on the public offering price set forth on the cover page of this prospectus. The restricted stock units granted to the named executive officers will vest in three equal installments of 33.33% on each of the first three anniversaries of the date of grant, and the stock options granted to the named executive officers will vest as to 33.33% on the first anniversary of the date of grant and monthly thereafter over the next 24 months, subject in all cases to continued employment on the applicable vesting date.

Tax Considerations

For income tax purposes, public companies may not deduct any portion of compensation that is in excess of \$1 million paid in a taxable year to certain “covered employees,” including our named executive officers, under Section 162(m) of the Code. Even if Section 162(m) of the Code were to apply to compensation paid to our named executive officers, our board of directors believes that it should not be constrained by the requirements of Section 162(m) of the Code if those requirements would impair flexibility in compensating our named executive officers in a manner that can best promote our corporate objectives. We intend to continue to compensate our executive officers in a manner consistent with the best interests of our stockholders and reserve the right to award compensation that may not be deductible under Section 162(m) where the Company believes it is appropriate to do so.

Section 409A of the Code requires that “nonqualified deferred compensation” be deferred and paid under plans or arrangements that satisfy the requirements of the statute with respect to the timing of deferral elections, timing of payments and certain other matters. Failure to satisfy these requirements can expose employees and other service providers to accelerated income tax liabilities, penalty taxes and interest on their vested compensation under such plans. Accordingly, as a general matter, it is our intention to design and administer our compensation and benefits plans and arrangements for all of our employees and other service providers, including our named executive officers, so that they are either exempt from, or satisfy the requirements of, Section 409A.

Risk Analysis

Prior to the offering we will have reviewed our employee compensation policies, plans and practices to determine if they create incentives or encourage behavior that is reasonably likely to have a material adverse effect on the Company and we believe that there are no unmitigated risks created by our compensation policies, plans and practices that create incentives or encourage behavior that is reasonably likely to have a material adverse effect on us.

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PRINCIPAL STOCKHOLDERS

The following table sets forth the beneficial ownership of our Class A common stock and Class B common stock by:

- each person, or group of affiliated persons, who we know to beneficially own more than 5% of any class or series of our capital stock;
- each of our named executive officers;
- each of our directors; and
- all of our executive officers and directors as a group.

The numbers of shares of Class A common stock and Class B common stock beneficially owned, percentages of beneficial ownership and percentages of combined voting power before and after this offering that are set forth below are based on the number of shares and Holdings Units to be issued and outstanding prior to and after this offering, in each case, after giving effect to the reorganization transactions. See “*Organizational Structure.*” In addition, the percentage ownership assumes no purchase of our Class A common stock through the directed share program.

The amounts and percentages of Class A common stock and Class B common stock beneficially owned are reported on the basis of the regulations of the SEC governing the determination of beneficial ownership of securities. Under these rules, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or to direct the voting of such security, or investment power, which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. Under these rules, more than one person may be deemed to be a beneficial owner of the same securities.

Unless otherwise indicated, the address for each beneficial owner listed below is: 1050 Woodward Avenue, Detroit, MI 48226.

The following table assumes the underwriters’ option to purchase additional shares is not exercised. ▲

| Name and Address of Beneficial Owner | Class A Common Stock Beneficially Owned (on a fully exchanged and converted basis)(1)(2) | | | | Class B Common Stock Beneficially Owned (on a fully exchanged and converted basis)(1)(3) | | | | Combined Voting Power(4) | |
|--|--|------------|---------------------|------------|--|------------|---------------------|------------|--------------------------|---------------------|
| | Before this Offering | | After this Offering | | Before this Offering | | After this Offering | | Before this Offering | After this Offering |
| | Number | Percentage | Number | Percentage | Number | Percentage | Number | Percentage | Percentage | Percentage |
| 5% Equityholders | | | | | | | | | | |
| Rock Holdings Inc.(5) | 1,982,177,661 | 100% | 1,982,177,661 | 95% | 1,882,177,661 | 100% | 1,882,177,661 | 100% | 100% | 79% |
| Directors and Named Executive Officers | | | | | | | | | | |
| Daniel Gilbert(6) | 1,983,279,483 | 100% | 1,983,279,483 | 95% | 1,883,652,048 | 100% | 1,883,279,483 | 100% | 100% | 81% |
| Jennifer Gilbert | = | = | = | = | = | = | = | = | = | = |
| Matthew Rizik | = | = | = | = | = | = | = | = | = | = |
| Jay Farmer | = | = | = | = | = | = | = | = | = | = |
| Robert Walters | = | = | = | = | = | = | = | = | = | = |
| Julie Booth | = | = | = | = | = | = | = | = | = | = |
| Angelo Vitale | = | = | = | = | = | = | = | = | = | = |
| Suzanne Shank | = | = | = | = | = | = | = | = | = | = |
| Nancy Tellem | = | = | = | = | = | = | = | = | = | = |
| All directors and executive officers as a group (9 persons) | 1,983,279,483 | 100% | 1,883,652,048 | 95% | 1,983,279,483 | 100% | 1,883,279,483 | 100% | 100% | 81.00% |

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The following table assumes the underwriters' option to purchase additional shares is exercised in full. ▲

| Name and Address of Beneficial Owner | Class A Common Stock Beneficially Owned (on a fully exchanged and converted basis)(1)(2) | | | | Class B Common Stock Beneficially Owned (on a fully exchanged and converted basis)(1)(3) | | | | Combined Voting Power(4) | |
|--|--|------------|---------------------|------------|--|------------|---------------------|------------|--------------------------|---------------------|
| | Before this Offering | | After this Offering | | Before this Offering | | After this Offering | | Before this Offering | After this Offering |
| | Number | Percentage | Number | Percentage | Number | Percentage | Number | Percentage | Percentage | Percentage |
| 5% Equityholders | | | | | | | | | | |
| Rock Holdings Inc.(5) | 1,982,177,661 | 100% | 1,867,177,661 | 94% | 1,982,177,661 | 100% | 1,867,177,661 | 100% | 100% | 79% |
| Directors and Named Executive Officers | | | | | | | | | | |
| Daniel Gilbert(6) | 1,983,279,483 | 100% | 1,868,652,048 | 94% | 1,983,279,483 | 100% | 1,868,279,483 | 100% | 100% | 80.8% |
| Jennifer Gilbert | — | — | — | — | — | — | — | — | — | — |
| Matthew Rizik | — | — | — | — | — | — | — | — | — | — |
| Jay Farmer | — | — | — | — | — | — | — | — | — | — |
| Robert Walters | — | — | — | — | — | — | — | — | — | — |
| Julie Booth | — | — | — | — | — | — | — | — | — | — |
| Angelo Vitale | — | — | — | — | — | — | — | — | — | — |
| Suzanne Shank | — | — | — | — | — | — | — | — | — | — |
| Nancy Tellem | — | — | — | — | — | — | — | — | — | — |
| All directors and executive officers as a group (9 persons) | 1,983,279,483 | 100% | 1,868,652,048 | 94% | 1,983,279,483 | 100% | 1,868,279,483 | 100% | 100% | 80.80% |

- (1) Each holder of Class B common stock and Class D common stock is entitled to 10 votes per share and each holder of Class A common stock and Class C common stock is entitled to one vote per share on all matters submitted to our stockholders for a vote. Our Class C common stock and Class D common stock do not have any of the economic rights (including rights to dividends and distributions upon liquidation) associated with our Class A common stock and Class B common stock. Each share of our Class B common stock and Class D common stock, as applicable, will automatically convert into one share of Class A common stock or Class C common stock, as applicable, (a) immediately prior to any sale or other transfer of such share by a holder of such share, subject to certain limited exceptions, such as transfers to permitted transferees, or (b) if the RHI Parties own less than 10% of our issued and outstanding common stock. See "Description of Capital Stock."
- (2) The numbers of shares of Class A common stock beneficially owned and percentages of beneficial ownership set forth in the table assume that (a) all Holdings Units (together with the corresponding shares of Class D common stock) have been exchanged for shares of Class B common stock and (b) all shares of Class B common stock have been converted into shares of Class A common stock.
- (3) The numbers of shares of Class B common stock beneficially owned and percentages of beneficial ownership set forth in the table assume that all Holdings Units (together with the corresponding shares of Class D common stock) have been exchanged for shares of Class B common stock on a one-for-one basis.
- (4) Percentage of voting power represents voting power with respect to all shares of our Class A common stock, Class B common stock, Class C common stock and Class D common stock voting together as a single class. See "Description of Capital Stock."
- (5) RHI holds 1,882,177,661 Holdings Units and an equal number of shares of Class D common stock. RHI has the right at any time to (a) exchange any Holdings Units (together with a corresponding number of shares of Class D common stock) for, at our option (as the sole managing member of Holdings), (i) shares of our Class B common stock on a one-for-one basis or (ii) cash from a substantially concurrent public offering or private sale (based on the price of our Class A common stock in such public offering or private sale) and (b) convert shares of Class D common stock into a shares of Class B common stock on a one-for-one basis. See "Description of Capital Stock."
- (6) Dan Gilbert holds 1,101,822 Holdings Units and an equal number of shares of Class D common stock. Dan Gilbert has the right at any time to (a) exchange any Holdings Units (together with a corresponding number of shares of Class D common stock) for, at our option (as the sole managing member of Holdings), (i) shares of our Class B common stock on a one-for-one basis or (ii) cash (based on the market price of our Class A common stock) and (b) convert shares of Class D common stock into a shares of Class B common stock on a one-for-one basis. See "Description of Capital Stock." Additionally, Dan Gilbert is the majority shareholder of RHI and has voting and dispositive control, and beneficial ownership, with respect to the shares of our common stock held of record by RHI. Furthermore, Dan Gilbert is the beneficial owner of, and has voting and dispositive control, with respect to the 372,565 shares of our Class A common stock held of record by the Dan Gilbert and the Gilbert Affiliates. ▲

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CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Rock Holdings Inc.

RHI, our principal stockholder, is the controlling majority stockholder of several other businesses, including a technology services provider (Detroit Labs) and the preeminent online dictionary (Dictionary.com). Our executive officers and directors who are affiliated with RHI own common equity interests in RHI. Dan Gilbert, our founder and Chairman, is the majority stockholder of RHI and serves as the chairman of RHI's board of directors.

Prior to the consummation of this offering, certain of our directors and executive officers also served as directors and/or officers of RHI and its subsidiaries. Among our executive officers, prior to the consummation of this offering, Jay Farner, Bob Walters, Julie Booth and Angelo Vitale served as Chief Executive Officer, President, Chief Financial Officer, and General Counsel, respectively, of RHI, and also held positions at certain of its subsidiaries. Prior to the consummation of this offering, Bob, Julie and Angelo ceased being officers of RHI and its subsidiaries (other than our Company and its subsidiaries).

Following the consummation of this offering, Jay Farner, our Chief Executive Officer and one of our directors, will continue to serve as the Chief Executive Officer and director of RHI. Among our other directors, Dan Gilbert, our founder and Chairman, Jennifer Gilbert and Matthew Rizik will continue to serve as directors of RHI and certain of our other affiliates. Additionally, Matthew will continue to serve as an officer of RHI and certain of its subsidiaries.

In addition to RHI, Dan is the majority or controlling shareholder of a number of other entities with which we have historically entered into transactions and agreements, including the NBA's Cleveland Cavaliers, the real estate investment firm Bedrock and the unicorn online startup StockX. For more information on Dan, see "*Management*."

Reorganization Agreement

In connection with the reorganization transactions, we will enter into a reorganization agreement and related agreements with RHI and Dan Gilbert, which will effect the reorganization transactions. See "*Organizational Structure*" for more information. As part of the reorganization transactions, Holdings will issue 1,982,177,661 Holdings Units to RHI and 1,101,822 Holdings Units to Dan Gilbert (at the initial public offering price of \$18.00 per share).

Purchases from Equityholders

Immediately following this offering, we will use the net proceeds from this offering to repurchase 100,000,000 Holdings Units and the corresponding shares of Class D common stock from RHI. We do not intend to use any proceeds from this offering to acquire any Holdings Units and shares of Class D common stock from Dan Gilbert.

Sales to the Gilbert Affiliates

Prior to the completion of this offering, Dan Gilbert and the Gilbert Affiliates will acquire from us Class A common stock for an aggregate of \$6.7 million in cash at the purchase price per share equal to the initial public offering price.

Operating Agreement of RKT Holdings, LLC

In connection with the reorganization transactions, the Issuer, Holdings, RHI and Dan Gilbert will enter into the Amended and Restated RKT Holdings Operating Agreement (the "Holdings Operating Agreement"). Following the reorganization transactions, and in accordance with the terms of the

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Holdings Operating Agreement, we will operate our business through Holdings and its subsidiaries. Pursuant to the terms of the Holdings Operating Agreement, so long as affiliates of RHI and its related parties continue to own any Holdings Units, shares of our Class A common stock or securities exchangeable or convertible into shares of our Class A common stock, we will not, without the prior written consent of such holders, engage in any business activity other than the management and ownership of Holdings and its subsidiaries or own any assets other than securities of Holdings and its subsidiaries and/or any cash or other property or assets distributed by or otherwise received from Holdings and its subsidiaries, unless we determine in good faith that such actions or ownership are in the best interest of Holdings. As the sole managing member of Holdings, we will have control over all of the affairs and decision making of Holdings. As such, through our officers and directors, we will be responsible for all operational and administrative decisions of Holdings and the day-to-day management of Holdings' business. We will fund any dividends to our stockholders by causing Holdings to make distributions to its equityholders, RHI, Dan Gilbert and us, subject to the limitations imposed by our debt documents. See "*Dividend Policy*."

The holders of Holdings Units will generally incur U.S. federal, state and local income taxes on their proportionate share of any net taxable income of Holdings. Net profits and net losses of Holdings will generally be allocated to its members pro rata in accordance with the percentages of their respective ownership of Holdings Units, though certain non-pro rata adjustments will be made to reflect tax depreciation, amortization and other allocations. The Holdings Operating Agreement will provide for cash distributions to the holders of Holdings Units for purposes of funding their tax obligations in respect of the taxable income of Holdings that is allocated to them. Generally, these tax distributions will be computed based on Holdings' estimate of the net taxable income of Holdings allocable per Holdings Units multiplied by an assumed tax rate equal to the highest effective marginal combined U.S. federal, state and local income tax rate prescribed for an individual or corporate resident in New York, New York (taking into account the non-deductibility of certain expenses and the character of our income).

The Holdings Operating Agreement will provide that, except as otherwise determined by us, if at any time we issue a share of our Class A common stock or Class B common stock, other than pursuant to an issuance and distribution to holders of shares of our common stock of rights to purchase our equity securities under a "poison pill" or similar stockholders rights plan or pursuant to an employee benefit plan, the net proceeds received by us with respect to such share, if any, shall be concurrently invested in Holdings (unless such shares were issued by us solely to fund (i) our ongoing operations or pay our expenses or other obligations or (ii) the purchase Holdings Units from a member of Holdings (in which cash such net proceeds shall instead be transferred to the selling member as consideration for such purchase)) and Holdings shall issue to us Holdings Units. Similarly, except as otherwise determined by us, Holdings will not issue any additional Holdings Units to us unless we issue or sell an equal number of shares of our Class A common stock or Class B common stock. Conversely, if at any time any shares of our Class A common stock or Class B common stock are redeemed, repurchased or otherwise acquired, Holdings will redeem, repurchase or otherwise acquire an equal number of Holdings Units held by us, upon the same terms and for the same price per security, as the shares of our Class A common stock or Class B common stock are redeemed, repurchased or otherwise acquired. In addition, Holdings will not effect any subdivision (by any unit split, unit distribution, reclassification, reorganization, recapitalization or otherwise) or combination (by reverse unit split, reclassification, reorganization, recapitalization or otherwise) of the Holdings Units unless it is accompanied by substantively identical subdivision or combination, as applicable, of each class of our common stock, and we will not effect any subdivision or combination of any class of our common stock unless it is accompanied by a substantively identical subdivision or combination, as applicable, of the Holdings Units.

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Code that relate to the reorganization transactions. The tax receivable agreement will make certain simplifying assumptions regarding the determination of the cash savings that we realize or are deemed to realize from the covered tax attributes, which may result in payments pursuant to the tax receivable agreement in excess of those that would result if such assumptions were not made.

The actual tax benefit, as well as the amount and timing of any payments under the tax receivable agreement, will vary depending upon a number of factors, including, among others, the timing of exchanges by or purchases from RHI and Dan Gilbert, the price of our Class A common stock at the time of the exchanges or purchases, the extent to which such exchanges are taxable, the amount and timing of the taxable income we generate in the future and the tax rate then applicable and the portion of our payments under the tax receivable agreement constituting imputed interest.

There is a possibility that under certain circumstances not all of the 90% of the applicable cash savings will be paid to the selling or exchanging holder of Holdings Units at the time described above. If we determine that such circumstances apply and all or a portion of such applicable tax savings is in doubt, we will pay to the holders of such Holdings Units the amount attributable to the portion of the applicable tax savings that we determine is not in doubt and pay the remainder at such time as we reasonably determine the actual tax savings or that the amount is no longer in doubt.

Future payments under the tax receivable agreement could be substantial. Assuming that all Holdings Units are exchanged for cash or Class B common stock at the time of the offering and that we will have sufficient taxable income to utilize all of the tax attributes covered by the tax receivable agreement when they are first available to be utilized under applicable law, we estimate that payments to RHI and Dan Gilbert under the tax receivable agreement would aggregate to approximately \$10,139 million over the next 20 years and for yearly payments over that time to range between approximately \$26.3 million to \$855.2 million per year, based on the initial public offering price of \$18.00. The payments under the tax receivable agreement are not conditioned upon RHI's or Dan Gilbert's continued ownership of us.

In addition, RHI and Dan Gilbert (or its transferees or other assignees) will not reimburse us for any payments previously made if any covered tax benefits are subsequently disallowed, except that any excess payments made to RHI and Dan Gilbert (or such holder's transferees or assignees) will be netted against future payments that would otherwise be made under the tax receivable agreement with RHI and Dan Gilbert, if any, after our determination of such excess. We could make payments to RHI and Dan Gilbert under the tax receivable agreement that are greater than our actual cash tax savings and may not be able to recoup those payments, which could negatively impact our liquidity.

In addition, the tax receivable agreement will provide that in the case of a change in control of the Company or a material breach of our obligations under the tax receivable agreement, we will be required to make a payment to RHI and Dan Gilbert in an amount equal to the present value of future payments (calculated using a discount rate equal to the lesser of 6.50% or LIBOR plus 100 basis points, which may differ from our, or a potential acquirer's, then-current cost of capital) under the tax receivable agreement, which payment would be based on certain assumptions, including those relating to our future taxable income. For additional discussion of LIBOR, see "*Risks Related to Our Business—We are exposed to volatility in LIBOR, which can result in higher than market interest rates and may have a detrimental effect on our business.*" In these situations, our obligations under the tax receivable agreement could have a substantial negative impact on our, or a potential acquirer's, liquidity and could have the effect of delaying, deferring, modifying or preventing certain mergers, asset sales, other forms of business combinations or other changes of control. These provisions of the tax receivable agreement may result in situations where RHI and Dan

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Gilbert have interests that differ from or are in addition to those of our other stockholders. In addition, we could be required to make payments under the tax receivable agreement that are substantial, significantly in advance of any potential actual realization of such further tax benefits, and in excess of our, or a potential acquirer's, actual cash savings in income tax.

Decisions we make in the course of running our business, such as with respect to mergers, asset sales, other forms of business combinations or other changes in control, may influence the timing and amount of payments made under the tax receivable agreement. For example, the earlier disposition of assets following an exchange or purchase of Holdings Units and the corresponding Class D common stock or Class C common stock may accelerate payments under the tax receivable agreement and increase the present value of such payments, and the disposition of assets before such an exchange or purchase may increase the tax liability of RHI and Dan Gilbert without giving rise to any rights to receive payments under the tax receivable agreement. Such effects may result in differences or conflicts of interest between the interests of RHI and Dan Gilbert and the interests of other stockholders.

Finally, because we are a holding company with no operations of our own, our ability to make payments under the tax receivable agreement is dependent on the ability of our subsidiaries to make distributions to us. Our debt agreements restrict the ability of our subsidiaries to make distributions to us, which could affect our ability to make payments under the tax receivable agreement. To the extent that we are unable to make payments under the tax receivable agreement as a result of restrictions in our debt agreements, such payments will be deferred and will accrue interest until paid, which could negatively impact our results of operations and could also affect our liquidity in periods in which such payments are made.

Indemnification Agreements

We expect to enter into an indemnification agreement with each of our executive officers and directors that provides, in general, that we will indemnify them to the fullest extent permitted by law in connection with their service to us or on our behalf.

Transactions with RHI and other Related Parties

Prior to this offering, our business was wholly-owned by RHI. From time to time, we have entered into various transactions and agreements with RHI, its subsidiaries, certain other affiliates of Dan Gilbert, our founder and Chairman, and certain other affiliates of our director Jennifer Gilbert. In doing so, we have enhanced our operations by looking at, and taking advantage of, opportunities not only with third parties but also with our affiliated entities. We intend to continue taking advantage of such opportunities with RHI and other affiliates of Dan Gilbert and Jennifer Gilbert after the consummation of this offering in accordance with our Related Person Transaction Policy (see "*—Policies and Procedures for Related Party Transactions*").

Services Provided by our Company to Affiliates

We have entered into transactions and agreements to provide certain support services to RHI, its subsidiaries and certain other affiliates of Dan Gilbert and Jennifer Gilbert, including Bedrock Management Services LLC ("Bedrock"), StockX LLC and Cavaliers Operating Company LLC at fees that reflect the cost of services provided by us plus, in certain circumstances, a reasonable margin. These services primarily include technology services (e.g., infrastructure, platform interface, data and server support), information security services and support, human resources services (e.g., providing skilled recruiters and recruiting support, payroll and benefits administration and support), legal services (e.g., support and advice on transactional matters, employment law, and litigation), data governance and analytics, advisory services (e.g., strategic consulting, tax services and advice, and

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security services), the procurement of goods, services and materials, including vendor engagement and risk management (e.g., technology development and data acquisition services), accounting and finance services (e.g., providing accounting and financial reporting services), marketing services, and telemarketing services (collectively, the “Provided Services”). We intend to continue providing the Provided Services after the completion of this offering and expect that our subsidiaries Quicken Loans and Rock Central LLC will enter into agreements for Provided Services with certain affiliates of Dan Gilbert on terms substantially similar to those of the existing agreements. Fees for the Provided Services amounted to \$3.2 million, \$13.4 million, \$7.1 million and \$4.6 million in the three months ended March 31, 2020 and the years ended December 31, 2019, 2018 and 2017, respectively.

We also charge the recipient of the Provided Services for all documented out-of-pocket third-party costs and expenses we incur for such services. In the three months ended March 31, 2020 and the years ended December 31, 2019, 2018 and 2017, we charged \$13.9 million, \$35.5 million, \$37.9 million and \$51.7 million respectively, for such costs and expenses. Out of these pass-through costs, a substantial majority relates to payroll and benefits payments we administered on behalf of our affiliates. In the middle of 2018, we updated the process of administering payroll and benefits, resulting in a decrease of such pass-through costs in subsequent periods. In connection with certain Provided Services, we sold a receivable due to us from one of our affiliates to RHI on December 31, 2019 for \$3.7 million.

Services Acquired by our Company from Affiliates

We have entered into transactions and agreements to receive certain services from certain subsidiaries of RHI and affiliates of Dan Gilbert and Jennifer Gilbert, including Rock Ventures LLC, Detroit Labs LLC, Sift LLC, Rock Security LLC, dPOP LLC, and Bedrock at fees that reflect the cost of services acquired by us plus, in certain circumstances, a reasonable margin. These services primarily include consultant services, data protection services, data source support and technical support services, physical security services, professional services to assist customers in customizing software, discovery analytics and data strategy services, optical wave services, business consulting, design and process improvement consulting services, underwriting services, and catering and event services (the “Received Services”). We intend to continue receiving the Received Services after the completion of this offering. In connection with the Received Services, we paid fees and out-of-pocket costs and expenses incurred by the service providers for such services in an amount of \$14.2 million, \$46.1 million, \$45.1 million and \$37.8 million in the three months ended March 31, 2020 and the years ended December 31, 2019, 2018 and 2017, respectively.

Services Acquired from Amrock Title Insurance Company and Acquisition Agreement

Our subsidiary Amrock is party to an agreement to receive certain title insurance services from Amrock Title Insurance Company, including insurance underwriting services.

Prior to the completion of this offering, we will enter into an acquisition agreement with RHI and its direct subsidiary Amrock Holdings Inc. pursuant to which we will acquire Amrock Title Insurance Company, an entity through which RHI conducts its title insurance underwriting business, for total aggregate consideration of \$14.4 million that will consist of 800,000 Holdings Units and 800,000 shares of Class D common stock of RHI (based on the initial public offering price of \$18.00 per share). The consummation of this acquisition is subject to customary closing conditions, including the receipt of regulatory approvals. We expect this acquisition will close in the fourth quarter of 2020.

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Holdings Line of Credit will restrict the ability of Holdings to incur debt and create liens on certain assets. The Holdings Line of Credit will also contain customary events of default.

Other Transactions

In connection with this offering, our director, Matt Rizik, will enter into an agreement to provide consulting services to Holdings and the Company. In recognition of Matt's extraordinary services in connection with this offering, including tax structuring advice, and his ongoing commitment to provide consulting services, Matt will receive an equity award in connection with this offering of 28,572 shares of Class A common stock, consisting of 21,429 restricted stock units and 26,270 stock options (based on the initial public offering price of \$18.00 per share). The restricted stock units granted to the Matt will vest in three equal installments of 33.33% on each of the first three anniversaries of the date of grant, and the stock options granted to the Matt will vest as to 33.33% on the first anniversary of the date of grant and monthly thereafter over the next 24 months, subject in all cases to continued services to Holdings and the Company on the applicable vesting date.

We have historically entered into secondment agreements with Bedrock pursuant to which we have provided Bedrock with personnel necessary to perform its operations. In the years ended December 31, 2019, 2018, 2017 and during the first quarter of 2020, we charged \$651,434, \$200,364 and nil for the use of our employees under these secondment agreements, which amounts reflect the cost of our employees. As of the second quarter of 2020, we have also entered into secondment agreements with certain of our affiliates pursuant to which such affiliates will provide us with personnel necessary to perform our operations.

Affiliates of Dan Gilbert own or owned the Shinola Hotel in Detroit, the Ritz-Carlton in Cleveland, Greektown Casino Hotel in Detroit, the Madison Theatre Building in Detroit and the watch manufacturer Shinola Detroit. From time to time, we buy products and services from these companies in the ordinary course of our business. The amounts involved in such transactions for the three months ended March 31, 2020 and the years ended December 31, 2019, 2018 and 2017 were \$727,013, \$9.2 million, \$2.5 million and \$2.5 million, respectively.

We are a party to a sponsorship and promotional partner agreement with 100 Thieves, LLC, a League of Legends team that is an affiliate of Dan Gilbert. Pursuant to this agreement, the team granted us a license to use certain of their marks on our promotional materials. In the three months ended March 31, 2020 and the years ended December 31, 2019, 2018 and 2017, we paid \$24,000, \$1.5 million, \$1.1 million and nil, respectively, under this agreement.

Two immediate family members of our directors are regular, full-time employees of the Company and have average annual compensation, including base salary, bonus and company-paid benefits, of approximately \$330,921.

In July 2019, we acquired the Rocket HQ App/Website and Rocket Account adapter from Rocket HQ LLC, an affiliate of Dan Gilbert, for approximately \$3.6 million.

In 2018, we paid \$1.0 million to RHI in satisfaction of amounts payable in connection with the acquisition of LMB Mortgage Services, Inc., LMB Insurance Services, Inc. and CPL Assets, LLC.

In 2017, we sold our interest in Detroit Labs LLC, an affiliate of Dan Gilbert, to RHI for \$9.5 million.

In 2017, we wrote off a \$429,410 receivable, which related to a startup investment we made in an affiliate of Dan Gilbert that did not subsequently proceed beyond the startup phase.

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DESCRIPTION OF CAPITAL STOCK

Capital Stock

In connection with the reorganization transactions, we expect to amend and restate our certificate of incorporation so that our authorized capital stock will consist of 10,000,000,000 shares of Class A common stock, par value \$0.0001 per share, 6,000,000,000 shares of Class B common stock, par value \$0.0001 per share, 6,000,000,000 shares of Class C common stock, par value \$0.0001 per share, 6,000,000,000 shares of Class D common stock, par value \$0.0001 per share, and 500,000,000 shares of preferred stock, par value \$0.0001 per share.

Immediately following the reorganization transactions, we will have seven holders of record of our Class A common stock, no holders of record of our Class B common stock, no holders of record of our Class C common stock, two holders of record of our Class D common stock and no holders of record of our preferred stock. Immediately following the reorganization transactions, of the authorized shares of our capital stock, 372,565 shares of our Class A common stock will be issued and outstanding, no shares of our Class B common stock will be issued and outstanding, no shares of our Class C common stock will be issued and outstanding, 1,983,279,483 shares of our Class D common stock will be issued and outstanding and no shares of our preferred stock will be issued and outstanding. In addition, we expect to issue equity awards under the 2020 Omnibus Incentive Plan in connection with this offering with respect to an aggregate amount of 36,931,471 shares of Class A common stock. See “*Executive Compensation—Looking Ahead: Post-IPO Compensation Program Features.*”

After the consummation of this offering and the application of the net proceeds from this offering, we expect to have 100,372,565 shares of our Class A common stock issued and outstanding (or 115,372,565 shares if the underwriters’ option to purchase additional shares is exercised in full), no shares of our Class B common stock issued and outstanding, no shares of our Class C common stock issued and outstanding, 1,883,279,483 shares of our Class D common stock issued and outstanding (or 1,868,279,483 shares if the underwriters’ option to purchase additional shares is exercised in full and giving effect to the use of the net proceeds therefrom) and no shares of our preferred stock issued and outstanding.

Common Stock

Voting

The holders of our Class A common stock, Class B common stock, Class C common stock and Class D common stock will vote together as a single class on all matters submitted to stockholders for their vote or approval, except (i) as required by applicable law or (ii) any amendment (including by merger, consolidation, reorganization or similar event) to our certificate of incorporation that would affect the rights of the Class A common stock and the Class C common stock in a manner that is disproportionately adverse as compared to the Class B common stock or Class D common stock, or vice versa, in which case the holders of Class A common stock and Class C common stock or the holders of Class B common stock and Class D common stock, as applicable, shall vote together as a class.

Subject to the next sentence, holders of our Class A common stock and Class C common stock are entitled to one vote on all matters submitted to stockholders for their vote or approval. Holders of our Class B common stock and Class D common stock are entitled to 10 votes on all matters submitted to stockholders for their vote or approval. At any time when the aggregate voting power of the outstanding common stock or preferred stock beneficially owned by RHI or any entity disregarded as separate from RHI for U.S. federal income tax purposes (the “RHI Securities”) would be equal to or greater than 79% of the total voting power of our outstanding stock, the number of

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SHARES ELIGIBLE FOR FUTURE SALE

Prior to this offering, there has been no public market for our Class A common stock. Future sales of our Class A common stock in the public market, or the availability of such shares for sale in the public market, could adversely affect the market price of our Class A common stock prevailing from time to time. As described below, only a limited number of shares will be available for sale shortly after this offering due to contractual and legal restrictions on resale. Nevertheless, sales of a substantial number of shares of our Class A common stock in the public market after such restrictions lapse, or the perception that those sales may occur, could adversely affect the prevailing market price of our Class A common stock at such time and our ability to raise equity-related capital at a time and price we deem appropriate. See *“Risk Factors—Risks Related to This Offering and Our Class A Common Stock—Future sales of our common stock, or the perception in the public markets that these sales may occur, may depress the price of our Class A common stock.”*

Sale of Restricted Shares

Upon the consummation of this offering, we will have 100,372,565 shares of Class A common stock (or 115,372,565 shares if the underwriters exercise their option to purchase additional shares in full) outstanding, excluding 37,319,659 equity-based awards issued in connection with this offering under the 2020 Omnibus Incentive Plan. All of these shares will be freely tradable without further restriction under the Securities Act, except any shares held by our affiliates. As defined in Rule 144, an affiliate of an issuer is a person that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with the issuer. Upon the completion of this offering, approximately 1,883,652,048 of our outstanding shares of Class A common stock (or 1,868,852,048 shares if the underwriters’ exercise their option to purchase additional shares in full) will be deemed “restricted securities,” as that term is defined under Rule 144, and would also be subject to the “lock-up” period noted below.

In addition, upon the consummation of the offering, RHI and Dan Gilbert will own an aggregate of 1,883,279,483 Holdings Units and 1,883,279,483 shares of our Class D common stock (or 1,868,279,483 Holdings Units and 1,868,279,483 shares of Class D common stock if the underwriters’ exercise their option to purchase additional shares in full and giving effect to the use of the net proceeds therefrom). Pursuant to the terms of the Exchange Agreement, each of RHI and Dan Gilbert could from time to time exchange its or his Holdings Units and corresponding shares of Class D common stock for, at our option (as the sole managing member of Holdings), (i) shares of our Class B common stock, on a one-for-one basis or (ii) cash from a substantially concurrent public offering or private sale (based on the price of our Class A common stock in such public offering or private sale). Shares of our Class A common stock issuable to RHI and Dan Gilbert upon conversion of shares of Class B common stock would be considered “restricted securities,” as that term is defined under Rule 144 and would also be subject to the “lock-up” period noted below.

Restricted securities may be sold in the public market only if they qualify for an exemption from registration under Rule 144 under the Securities Act, which is summarized below, or any other applicable exemption under the Securities Act, or pursuant to a registration statement that is effective under the Securities Act. Immediately following the consummation of this offering, the holders of approximately 1,883,652,048 shares of our Class A common stock (or 1,868,852,048 shares if the underwriters exercise their option to purchase additional shares in full and giving effect to the use of the net proceeds therefrom) (on an assumed as-exchanged basis) will be entitled to dispose of their shares following the expiration of an initial 180-day underwriter “lock-up” period pursuant to the holding period, volume and other restrictions of Rule 144. The representatives of the underwriters are entitled to waive these lock-up provisions at their discretion prior to the expiration dates of such lock-up agreements.

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Lock-up Agreements

We, RHI and all of our directors and executive officers have agreed not to sell any Class A common stock or securities convertible into or exercisable or exchangeable for shares of Class A common stock (including Holdings Units) for a period of 180 days from the date of this prospectus, subject to certain exceptions. Please see “*Underwriting*” for a description of these lock-up provisions. During the lock-up period, we may grant options to purchase shares of Class A common stock and issue shares of Class A common stock upon the exercise of outstanding options under our 2020 Omnibus Incentive Plan, and we may issue or sell Class A common stock in connection with an acquisition or business combination (subject to a specified maximum amount) as long as the acquirer of such Class A common stock agrees in writing to be bound by the obligations and restrictions of our lock-up agreement. The representatives of the underwriters, in their sole discretion, may at any time release all or any portion of the shares from the restrictions in such agreements.

Immediately following the consummation of this offering, stockholders subject to lock-up agreements will hold 1,883,652,048 shares of our Class A common stock (assuming all Holdings Units and corresponding shares of our Class C common stock or Class D common stock are exchanged for shares of our Class A common stock or Class B common stock, as applicable, and the conversion of all Class B common stock into Class A common stock), representing approximately 94% of our then-outstanding shares of Class A common stock (or 1,868,852,048 shares of Class A common stock, representing approximately 93% of our then-outstanding shares of Class A common stock, if the underwriters exercise their option to purchase additional shares in full and giving effect to the use of the net proceeds therefrom).

Rule 144

In general, under Rule 144 under the Securities Act as currently in effect, a person (or persons whose shares are aggregated) who is not deemed to have been an affiliate of ours at any time during the six months preceding a sale, and who has beneficially owned restricted securities within the meaning of Rule 144 for at least six months (including any period of consecutive ownership of preceding non-affiliated holders) would be entitled to sell those shares, subject only to the availability of current public information about us. A non-affiliated person who has beneficially owned restricted securities within the meaning of Rule 144 for at least one year would be entitled to sell those shares without regard to the provisions of Rule 144.

A person (or persons whose shares are aggregated) who is deemed to be an affiliate of ours and who has beneficially owned restricted securities within the meaning of Rule 144 for at least six months would be entitled to sell within any three-month period a number of shares that does not exceed the greater of one percent of the then outstanding shares of our Class A common stock or the average weekly trading volume of our Class A common stock reported by the Exchange during the four calendar weeks preceding the filing of notice of the sale. Such sales are also subject to certain manner of sale provisions, notice requirements and the availability of current public information about us (which requires that we are current in our periodic reports under the Exchange Act).

Rule 701

In general, under Rule 701 under the Securities Act, any of our employees, directors, officers, consultants or advisors who purchases shares from us in connection with a compensatory stock or option plan or other written agreement before the effective date of this offering is entitled to sell such shares 90 days after the effective date of this offering in reliance on Rule 144, without having to comply with the holding period requirement of Rule 144 and, in the case of non-affiliates, without

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UNDERWRITING

The Company and the underwriters named below have entered into an underwriting agreement with respect to the shares of Class A common stock being offered. Subject to certain conditions, each underwriter has severally agreed to purchase the number of shares indicated in the following table. Goldman Sachs & Co. LLC, Morgan Stanley & Co. LLC, Credit Suisse Securities (USA) LLC, J.P. Morgan Securities LLC and RBC Capital Markets, LLC are the representatives of the underwriters.

| <u>Underwriters</u> | <u>Number of Shares</u> |
|---|-------------------------|
| Goldman Sachs & Co. LLC | |
| Morgan Stanley & Co. LLC | |
| Credit Suisse Securities (USA) LLC | |
| J.P. Morgan Securities LLC | |
| RBC Capital Markets, LLC | |
| Allen & Company LLC | |
| BofA Securities, Inc. | |
| Barclays Capital Inc. | |
| Citigroup Global Markets Inc. | |
| UBS Securities LLC | |
| CastleOak Securities, L.P. | |
| Drexel Hamilton, LLC | |
| Fifth Third Securities, Inc. | |
| Huntington Securities, Inc. | |
| Loop Capital Markets LLC | |
| Mischler Financial Group, Inc. | |
| Nomura Securities International, Inc. | |
| Samuel A. Ramirez & Company, Inc. | |
| Siebert Williams Shank & Co., LLC | |
| Zelman Partners LLC | |

The underwriters are committed to take and pay for all of the shares being offered, if any are taken, other than the shares covered by the option described below unless and until this option is exercised. Certain of the underwriters may offer and sell shares of the Class A common stock through one or more of their respective affiliates or selling agents.

The underwriters have an option to buy up to an additional 15,000,000 shares of Class A common stock from the Company to cover sales by the underwriters of a greater number of shares than the total number set forth in the table above. They may exercise that option for 30 days. If any shares are purchased pursuant to this option, the underwriters will severally purchase shares in approximately the same proportion as set forth in the table above.

The following table shows the per share and total underwriting discounts and commissions to be paid to the underwriters by the Company. Such amounts are shown assuming both no exercise and full exercise of the underwriters' option to purchase 15,000,000 additional shares.

Paid by the Company

| | <u>No Exercise</u> | <u>Full Exercise</u> |
|---------------------|---------------------|----------------------|
| Per Share | \$ 0.41 | \$ 0.47 |
| Total | <u>\$40,500,000</u> | <u>\$46,575,000</u> |

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shares of the Company's Class A common stock in the open market after pricing that could adversely affect investors who purchase in the offering. Stabilizing transactions consist of various bids for or purchases of the Company's Class A common stock made by the underwriters in the open market prior to the completion of the offering.

The underwriters may also impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives have repurchased shares sold by or for the account of such underwriter in stabilizing or short covering transactions.

Purchases to cover a short position and stabilizing transactions, as well as other purchases by the underwriters for their own accounts, may have the effect of preventing or retarding a decline in the market price of the Company's Class A common stock, and together with the imposition of the penalty bid, may stabilize, maintain or otherwise affect the market price of the Class A common stock. As a result, the price of the Class A common stock may be higher than the price that otherwise might exist in the open market. The underwriters are not required to engage in these activities and may end any of these activities at any time. These transactions may be effected on the Exchange, in the over-the-counter market or otherwise.

We estimate that our share of the total expenses of the offering, excluding underwriting discounts and commissions, will be approximately \$14.5 million. We have also agreed to reimburse the underwriters for certain FINRA-related expenses incurred by them in connection with the offering in an amount up to \$40,000.

We have agreed to indemnify the several underwriters against certain liabilities, including liabilities under the Securities Act.

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include sales and trading, commercial and investment banking, advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. Certain of the underwriters and their respective affiliates have provided, and may in the future provide, a variety of these services to us and to persons and entities with relationships with us, for which they received or will receive customary fees and expenses. In addition, certain of the underwriters and their respective affiliates currently provide us, and may provide us in the future, with borrowing capacity under certain loan funding warehouse facilities, treasury services, and maintenance of certain escrow deposits; certain of the underwriters and their respective affiliates are also our To-Be-Announced ("TBA") trading partners. Certain of our underwriters and their affiliates have provided commitments to arrange and syndicate a senior unsecured revolving credit facility. We pay customary fees for these services.

In the ordinary course of their various business activities, the underwriters and their respective affiliates, officers, directors and employees may purchase, sell or hold a broad array of investments and actively traded securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own account and for the accounts of their customers, and such investment and trading activities may involve or relate to assets, securities and/or instruments of ours (directly, as collateral securing other obligations or otherwise) and/or persons and entities with relationships with us. The underwriters and their respective affiliates may also communicate independent investment recommendations, market color or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments. Certain affiliates of the underwriters provide several funding facilities to our subsidiaries and purchase personal loans originated on the Rocket Loans platform.

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