As filed with the Securities and Exchange Commission on August 5, 2026

Registration No. 333

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VROOM, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**901112566**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

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

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

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

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

Copies to:

Marc D. Jaffe, Esq. **Ian D. Schuman, Esq.** **Courtenay Myers Lima, Esq.** **Latham & Watkins LLP** **1271 Avenue of the Americas** **New York, New York 10020** **Telephone: (212) 906-1200** **Fax: (212) 751-4864**	**Anna-Lisa Corrales, Esq.** **Chief Legal Officer & Chief Compliance Officer** **Vroom, Inc.** **4700 Mercantile Dr.** **Fort Worth, TX 76137** **Telephone: (917) 451-9855**

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the "Registration Statement") is being filed for the purpose of registering 464,000 additional shares of the common stock of Vroom, Inc. (the "Registrant") to be issued pursuant to the Vroom, Inc. Amended and Restated 2020 Incentive Award Plan, as amended (the "Incentive Plan"). Registration Statements of the Registrant on Form S-8 relating to the Incentive Plan are effective.

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

The contents of the Registration Statements on Form S-8 (File Nos. 333-285725 and 333-294662), including any amendments thereto, filed with the Securities and Exchange Commission, relating to the Incentive Plan, are incorporated by reference herein.

Item 8. Exhibits.

Number	Description
4.1	Restated Certificate of Incorporation of Vroom, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2024 (File No. 001-39315))
4.2	Amended and Restated Bylaws of Vroom, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-39315) filed on January 15, 2025)
5.1+	Opinion of Latham & Watkins LLP, counsel to the Registrant
23.1+	Consent of RSM US LLP, Independent Registered Public Accounting Firm
23.2+	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
24.1+	Power of attorney (included on signature pages below)
99.1	Amendment to Vroom, Inc. Amended and Restated 2020 Incentive Award Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10- for the quarterly period ended June 30, 2026 (File No. 001-39315))
99.2	Form of Restricted Stock Unit Purchase Agreement pursuant to the Vroom, Inc. 2020 Incentive Award Plan (incorporated by reference to Exhibit 10.58 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2025 (File No. 001-39315))
99.3	Form of Stock Option Grant Notice and Stock Option Agreement pursuant to the Vroom, Inc. 2020 Incentive Award Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2022 (File No. 001-39315))
107+	Filing Fee Table

\+ Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Fort Worth, state of Texas, on this 5th day of August 2026.

VROOM, INC.

By: /s/ Thomas H. Shortt
Thomas H. Shortt
Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Thomas H. Shortt and Anna-Lisa Corrales, or either of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to file and sign any and all amendments, including post-effective amendments, to this registration statement, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes may lawfully do or cause to be done by virtue hereof. This power of attorney shall be governed by and construed with the laws of the State of Delaware and applicable federal securities laws.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Thomas H. Shortt Thomas H. Shortt	Chief Executive Officer and Director (*principal executive officer*)	August 5, 2026
/s/ Jonathan Sandison Jonathan Sandison	Chief Financial Officer and Treasurer (*principal financial officer*)	August 5, 2026
/s/ Jacob Benzaquen Jacob Benzaquen	Senior Vice President Accounting (*principal accounting officer*)	August 5, 2026
/s/ Robert J. Mylod, Jr. Robert J. Mylod, Jr.	Chairperson of the Board	August 5, 2026
/s/ Robert R. Krakowiak Robert R. Krakowiak	Vice Chair of the Board	August 5, 2026
/s/ Timothy M. Crow Timothy M. Crow	Director	August 5, 2026
/s/ Michael J. Farello Michael J. Farello	Director	August 5, 2026
/s/ Nikul Patel Nikul Patel	Director	August 5, 2026
/s/ Matthew Pietroforte Matthew Pietroforte	Director	August 5, 2026

LATHAM & WATKINS LLP

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Los Angeles	Tokyo
Madrid	Washington, D.C.

August 5, 2026

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

Re: Registration Statement on Form S-8; 464,000 shares of Vroom, Inc. Common Stock, $0.001 par value per share

To the addressee set forth above:

We have acted as special counsel to Vroom, Inc., a Delaware corporation (the "***Company***"), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the "***Commission***") of a registration statement on Form S-8 (the "***Registration Statement***") under the Securities Act of 1933, as amended (the "***Act***"), relating to the issuance by the Company of up to an aggregate of 464,000 shares of common stock of the Company, $0.001 par value per share (the "***Shares***"), issuable under the Vroom, Inc. Amended and Restated 2020 Incentive Award Plan, as amended (the "***Plan***"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus forming a part thereof, other than as expressly stated herein with respect to the issuance of the Shares.

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

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

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

Sincerely,

/s/ Latham & Watkins LLP

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

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

/s/ RSM US LLP

Los Angeles, California
August 5, 2026

CALCULATION OF FILING FEE TABLES

S-8

VROOM, INC.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Notes	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value $0.001 per share	(1)	457(a)	464,000	$ 7.00	$ 3,248,000.00	0.0001381	$ 448.55
					Total Offering Amounts:	$ 3,248,000.00		448.55
					Total Fee Offsets:			
					Net Fee Due:			$ 448.55

Offering Note(s)

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

Consists of 464,000 shares of Common Stock authorized to be issued under the Incentive Plan.

Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, and based upon the average of the high and low prices of the Common Stock as reported on the Nasdaq Global Market on July 30, 2026.