UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2026

OR

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

For the transition period from _____ to _____.

Commission file number 001-39253

Opendoor Technologies Inc.

(Exact name of registrant as specified in its charter)

Delaware	**30-1318214**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1295 West Washington Street, Suite 115 Tempe, AZ	**85288**
(Address of Principal Executive Offices)	(Zip Code)

(480) 618-6760

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common stock, $0.0001 par value per share	OPEN	The Nasdaq Stock Market LLC
Series K Warrants, each whole warrant exercisable to purchase one share of common stock at an exercise price of $9.00 per warrant	OPENW	The Nasdaq Stock Market LLC
Series A Warrants, each whole warrant exercisable to purchase one share of common stock at an exercise price of $13.00 per warrant	OPENL	The Nasdaq Stock Market LLC
Series Z Warrants, each whole warrant exercisable to purchase one share of common stock at an exercise price of $17.00 per warrant	OPENZ	The Nasdaq Stock Market LLC

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

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

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

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

The number of shares of registrant's common stock outstanding as of July 28, 2026 was approximately 971,091,050.

OPENDOOR TECHNOLOGIES INC.

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OPENDOOR TECHNOLOGIES INC.

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

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q, including, without limitation, statements regarding: current and future health and stability of the real estate housing market and general economy; volatility of mortgage interest rates; changes in resale clearance rates and expectations regarding future behavior of consumers and partners; the health and status of our financial condition; our liquidity position; anticipated future results of operations or financial performance; priorities of the Company to achieve future financial and business goals; impacts to our business from political and regulatory activity, including recent trade policies, tariffs and geopolitical conflict; the likelihood of offer acceptance among high-quality homes in response to refinements to our spread policy; our ability to continue to effectively navigate the markets in which we operate; anticipated future and ongoing impacts and benefits of acquisitions, partnership channel expansions, product innovations and other business decisions; health of our balance sheet to weather ongoing market transitions and any expectation to quickly re-scale in the future upon market stabilization; our ability to adopt an effective approach to manage economic and industry risk, as well as inventory health, including by improving the quality of homes in our portfolio and supporting faster sell-through; our expectations with respect to the future success of our partnerships; our business strategy and plans, including plans to grow market share; market opportunity and expansion and objectives of management for future operations, including statements regarding the benefits and timing of the roll out of new products or technology, including our mortgage product, and our expectations regarding improving customer experience and unit economics through such mortgage product; and the expected diversification of funding sources, are forward-looking statements. When used in this Quarterly Report on Form 10-Q, words such as "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "forecast," "future," "guidance," "intend," "may," "might," "opportunity," "plan," "possible," "potential," "predict," "project," "should," "strategy," "strive," "target," "vision," "will," or "would," any negative of these words or other similar terms or expressions may identify forward-looking statements. The absence of these words does not mean that a statement is not forward-looking.

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

- the current and future health and stability of the economy, financial conditions and residential housing market, including any extended downturns or slowdowns;
- changes in general economic and financial conditions (including federal monetary policy, the imposition of tariffs and price or exchange controls, interest rates, inflation, actual or anticipated recession, home price fluctuations, and housing inventory), as well as the probability of such changes occurring, that may impact demand for our products and services, lower our profitability or reduce our access to future financings;
- our real estate assets and increased competition in the U.S. residential real estate industry;
- ability to operate and grow our core business products, including the ability to obtain sufficient financing and resell purchased homes;
- investment of resources to pursue strategies and develop new products and services that may not prove effective or that are not attractive to customers and real estate partners or that do not allow us to compete successfully;
- our ability to acquire and resell homes profitably;
- our ability to grow market share;
- our ability to leverage artificial intelligence ("AI") to drive operational efficiency;
- our ability to manage our growth effectively;
- our ability to expeditiously sell and appropriately price our inventory;
- our ability to manage our liquidity and capital resources and access sources of capital, including our ability to satisfy the obligations of our outstanding convertible notes, our ability to conduct debt and equity financings to support our real estate inventories;
- our ability to maintain and enhance our products and brand, and to attract customers;
- our ability to manage, develop and refine our digital platform, including our automated pricing and valuation technology;
- our ability to realize expected benefits from our restructuring and cost reduction efforts;

- our ability to comply with multiple listing service rules and requirements to access and use listing data, and to maintain or establish relationships with listings and data providers;
- our ability to obtain or maintain licenses and permits to support our current and future business operations;
- acquisitions, strategic partnerships, joint ventures, capital-raising activities or other corporate transactions or commitments by us or our competitors;
- actual or anticipated changes in technology, products, markets or services by us or our competitors;
- our success in retaining or recruiting, or changes required in, our officers, key employees and/or directors;
- the impact of the regulatory environment and potential regulatory instability within our industry and complexities with compliance related to such environment;
- any future impact of pandemics, epidemics, or other public health crises on our ability to operate, demand for our products or services, or general economic conditions;
- our ability to maintain our listing on the Nasdaq Global Select Market;
- changes in laws or government regulation affecting our business;
- the impact of pending or any future litigation or regulatory actions; and
- the other important factors described in the "Risk Factors" section of this Quarterly Report on Form 10-Q and in Part I. Item 1A "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2025 (the "Annual Report").

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

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

OPENDOOR TECHNOLOGIES INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In millions, except share data)
(Unaudited)

		June 30, 2026	December 31, 2025
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents		$ 896	$ 962
Restricted cash		66	339
Escrow receivable		13	4
Real estate inventory, net		1,845	925
Other current assets		30	69
Total current assets		2,850	2,299
PROPERTY AND EQUIPMENT – Net		24	27
RIGHT OF USE ASSETS		10	8
GOODWILL		3	3
OTHER ASSETS		74	70
TOTAL ASSETS	(1)	$ 2,961	$ 2,407
LIABILITIES AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITIES:			
Accounts payable and other accrued liabilities		$ 78	$ 80
Non-recourse asset-backed debt – current portion		691	52
Convertible senior notes – current portion		194	193
Interest payable		3	1
Lease liabilities – current portion		2	1
Total current liabilities		968	327
NON-RECOURSE ASSET-BACKED DEBT – Net of current portion		1,071	1,068
LEASE LIABILITIES– Net of current portion		6	6
OTHER LIABILITIES		2	1
Total liabilities	(2)	2,047	1,402
COMMITMENTS AND CONTINGENCIES (See Note 15)			
SHAREHOLDERS' EQUITY:			
Common stock, $0.0001 par value; 3,000,000,000 shares authorized; 968,626,958 and 957,245,487 shares issued, respectively; 968,626,958 and 957,245,487 shares outstanding, respectively		—	—
Additional paid-in capital		6,283	6,038
Accumulated deficit		(5,368)	(5,033)
Accumulated other comprehensive loss		(1)	—
Total shareholders' equity		914	1,005
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		$ 2,961	$ 2,407

(1) The Company's consolidated assets at June 30, 2026 and December 31, 2025 include the following assets of certain variable interest entities ("VIEs") that can only be used to settle the liabilities of those VIEs: Restricted cash, $61 and $334; Real estate inventory, net, $1,842 and $916; Escrow receivable, $13 and $4; Other current assets, $6 and $3; and Total assets of $1,922 and $1,257, respectively.

(2) The Company's consolidated liabilities at June 30, 2026 and December 31, 2025 include the following liabilities for which the VIE creditors generally do not have recourse to Opendoor: Accounts payable and other accrued liabilities, $30 and $12; Current portion of non-recourse asset-backed debt, $691 and $52; Interest payable, $2 and $1; Non-recourse asset-backed debt, net of current portion, $1,071 and $1,068; and Total liabilities, $1,794 and $1,133, respectively. See "*Note 4. Variable Interest Entities*" for additional information regarding our VIEs.

See accompanying notes to condensed consolidated financial statements.

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
REVENUE	$ 883	$ 1,567	$ 1,603	$ 2,720
COST OF REVENUE	797	1,439	1,445	2,493
GROSS PROFIT	86	128	158	227
OPERATING EXPENSES:				
Sales, marketing and operations	65	86	135	184
General and administrative	135	28	272	61
Technology and development	27	21	51	42
Restructuring	3	6	3	9
Total operating expenses	230	141	461	296
LOSS FROM OPERATIONS	(144)	(13)	(303)	(69)
(LOSS) GAIN ON EXTINGUISHMENT OF DEBT	—	10	(1)	10
INTEREST EXPENSE	(29)	(36)	(52)	(69)
OTHER INCOME – Net	11	10	21	14
LOSS BEFORE INCOME TAXES	(162)	(29)	(335)	(114)
INCOME TAX EXPENSE	—	—	—	—
NET LOSS	$ (162)	$ (29)	$ (335)	$ (114)
Net loss per share attributable to common shareholders:				
Basic	$ (0.17)	$ (0.04)	$ (0.35)	$ (0.16)
Diluted	$ (0.17)	$ (0.04)	$ (0.35)	$ (0.16)
Weighted-average shares outstanding:				
Basic	965,780	729,484	962,574	726,529
Diluted	965,780	729,484	962,574	726,529

See accompanying notes to condensed consolidated financial statements.

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
NET LOSS	$ (162)	$ (29)	$ (335)	$ (114)
OTHER COMPREHENSIVE LOSS:				
Currency translation adjustment	(1)	—	(1)	—
COMPREHENSIVE LOSS	$ (163)	$ (29)	$ (336)	$ (114)

See accompanying notes to condensed consolidated financial statements.

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

	Shareholders' Equity					
	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
	Shares	Amount				
BALANCE–March 31, 2026	963,283,777	$ —	$ 6,160	$ (5,206)	$ —	$ 954
Issuance of common stock for settlement of RSUs, net of shares withheld for participant taxes	5,205,458	—	—	—	—	—
Issuance of common stock upon exercise of warrants	724	—	—	—	—	—
Exercise of stock options	136,999	—	—	—	—	—
Issuance of common stock under employee stock purchase plan, net of shares withheld for participant taxes	—	—	—	—	—	—
Stock-based compensation	—	—	123	—	—	123
Other comprehensive loss	—	—	—	—	(1)	(1)
Net loss	—	—	—	(162)	—	(162)
BALANCE–June 30, 2026	968,626,958	$ —	$ 6,283	$ (5,368)	$ (1)	$ 914

	Shareholders' Equity					
	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
	Shares	Amount				
BALANCE–December 31, 2025	957,245,487	$ —	$ 6,038	$ (5,033)	$ —	$ 1,005
Issuance of common stock for settlement of RSUs, net of shares withheld for participant taxes	10,522,151	—	—	—	—	—
Issuance of common stock upon exercise of warrants	2,135	—	—	—	—	—
Exercise of stock options	248,105	—	—	—	—	—
Issuance of common stock under employee stock purchase plan, net of shares withheld for participant taxes	609,080	—	1	—	—	1
Stock-based compensation	—	—	244	—	—	244
Other comprehensive loss	—	—	—	—	(1)	(1)
Net loss	—	—	—	(335)	—	(335)
BALANCE–June 30, 2026	968,626,958	$ —	$ 6,283	$ (5,368)	$ (1)	$ 914

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

	Shareholders' Equity					
	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
	Shares	Amount				
BALANCE–March 31, 2025	726,835,454	$ —	$ 4,455	$ (3,810)	$ —	$ 645
Issuance of common stock for settlement of RSUs, net of shares withheld for participant taxes	6,757,526	—	1	—	—	1
Exercise of stock options	—	—	—	—	—	—
Issuance of common stock under employee stock purchase plan, net of shares withheld for participant taxes	—	—	—	—	—	—
Stock-based compensation	—	—	14	—	—	14
Other comprehensive income	—	—	—	—	—	—
Net loss	—	—	—	(29)	—	(29)
BALANCE–June 30, 2025	733,592,980	$ —	$ 4,470	$ (3,839)	$ —	$ 631

	Shareholders' Equity					
	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
	Shares	Amount				
BALANCE–December 31, 2024	719,990,121	$ —	$ 4,438	$ (3,725)	$ —	$ 713
Issuance of common stock for settlement of RSUs, net of shares withheld for participant taxes	12,631,037	—	2	—	—	2
Exercise of stock options	28,483	—	—	—	—	—
Issuance of common stock under employee stock purchase plan, net of shares withheld for participant taxes	943,339	—	1	—	—	1
Stock-based compensation	—	—	29	—	—	29
Other comprehensive income	—	—	—	—	—	—
Net loss	—	—	—	(114)	—	(114)
BALANCE–June 30, 2025	733,592,980	$ —	$ 4,470	$ (3,839)	$ —	$ 631

See accompanying notes to condensed consolidated financial statements.

OPENDOOR TECHNOLOGIES INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

(Unaudited)

	Six Months Ended June 30,	
	2026	**2025**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (335)	$ (114)
Adjustments to reconcile net loss to cash, cash equivalents, and restricted cash (used in) provided by operating activities:		
Depreciation and amortization	16	22
Amortization of right of use asset	1	1
Stock-based compensation	239	27
Inventory valuation adjustment	23	34
Changes in fair value of equity securities	—	3
Loss (gain) on extinguishment of debt	1	(10)
Other	5	4
Origination of mortgage loans held for sale	(5)	—
Proceeds from sale and principal collections of mortgage loans held for sale	5	—
Changes in operating assets and liabilities:		
Escrow receivable	(9)	(4)
Real estate inventory	(932)	593
Other assets	37	(11)
Accounts payable and other accrued liabilities	(11)	(2)
Interest payable	2	2
Lease liabilities	(1)	(1)
Net cash (used in) provided by operating activities	(964)	544
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(9)	(6)
Proceeds from sales, maturities, redemptions and paydowns of marketable securities	—	6
Purchase of non-marketable equity securities	(5)	—
Net cash (used in) provided by investing activities	(14)	—
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of convertible senior notes, net of discount	—	75
Proceeds from issuance of common stock for ESPP	1	1
Proceeds from non-recourse asset-backed debt	781	671
Principal payments on non-recourse asset-backed debt	(143)	(853)
Payment of loan origination fees and debt issuance costs	—	(16)
Net cash provided by (used in) financing activities	639	(122)
NET (DECREASE) INCREASE IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	(339)	422
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH – Beginning of period	1,301	763
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH – End of period	$ 962	$ 1,185
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION – Cash paid during the period for interest	$ 46	$ 62
DISCLOSURES OF NONCASH INVESTING AND FINANCING ACTIVITIES:		
Stock-based compensation expense capitalized for internally developed software	$ 5	$ 2
Principal value of 2026 Notes extinguished in Debt Exchange	$ —	$ (246)
Principal value of 2030 Notes issued in Debt Exchange	$ —	$ 246
RECONCILIATION TO CONDENSED CONSOLIDATED BALANCE SHEETS:		
Cash and cash equivalents	$ 896	$ 789
Restricted cash	66	396
Cash, cash equivalents, and restricted cash	$ 962	$ 1,185

See accompanying notes to condensed consolidated financial statements.

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

1. DESCRIPTION OF BUSINESS AND ACCOUNTING POLICIES

Description of Business

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

The Company completed a business combination with Social Capital Hedosophia Holdings Corp. II ("SCH"), a Cayman Islands exempted company formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses (the "Business Combination"). The Business Combination, pursuant to which Opendoor Labs Inc. became a wholly owned subsidiary of SCH and SCH changed its name from "Social Capital Hedosophia Holdings Corp. II" to "Opendoor Technologies Inc.", was completed on December 18, 2020, and was accounted for as a reverse recapitalization, in accordance with GAAP.

Basis of Presentation and Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements have been prepared pursuant to generally accepted accounting principles in the United States of America ("GAAP"). The condensed consolidated financial statements as of June 30, 2026 and December 31, 2025 and for the three and six month periods ended June 30, 2026 and 2025 include the accounts of Opendoor, its wholly owned subsidiaries and VIEs where the Company is the primary beneficiary. The accompanying unaudited condensed consolidated financial statements reflect all adjustments which are, in the opinion of management, necessary for a fair statement of the results for the interim periods presented. Intercompany accounts and transactions have been eliminated in the condensed consolidated financial statements herein.

The accompanying interim condensed consolidated financial statements and these related notes should be read in conjunction with the consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 (the "Annual Report") filed on February 19, 2026.

Use of Estimates

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

Significant Risks and Uncertainties

The Company operates in a dynamic industry and, accordingly, can be affected by a variety of factors. For example, the Company believes that changes in any of the following factors could have a significant negative effect on the Company in terms of its future financial position, results of operations or cash flows: its rates of revenue growth; its ability to manage inventory; engagement and usage of its products; the effectiveness of its investment of resources to pursue strategies; competition in its market; the stability of the residential real estate market; the impact of interest rate changes on demand for and pricing of its products and on the cost of capital; its ability to leverage artificial intelligence ("AI") to drive operational efficiency; impacts to its business from political and regulatory activity, including trade policies and potential increased tariffs; changes in technology, products, markets or services by the Company or its competitors; its ability to maintain or establish relationships with listings and data providers; its ability to obtain or maintain licenses and permits to support its current and future businesses; actual or

anticipated changes to its products and services; changes in government regulation affecting its business; the outcomes of legal proceedings; natural disasters and catastrophic events, such as pandemics or epidemics; scaling and adaptation of existing technology and network infrastructure; its management of its growth; its ability to attract and retain qualified employees and key personnel; its ability to successfully integrate and realize the benefits of its past or future strategic acquisitions or investments; the protection of customers' information and other privacy concerns; the protection of its brand and intellectual property; and intellectual property infringement and other claims, among other things.

Concentrations of Credit Risk

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

Summary of Significant Accounting Policies

The Company's significant accounting policies are discussed in *"Part II – Item 8 – Financial Statements and Supplementary Data – Note 1. Description of Business and Accounting Policies"* in the Annual Report. There have been no changes to these significant accounting policies for the six-month period ended June 30, 2026, except as noted below.

Impairment of Long-Lived Assets

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Technology and development	$ 1	$ 3	4	3
Total impairment loss	$ 1	$ 3	$ 4	$ 3

Recently Issued Accounting Standards

Recently Adopted Accounting Standards

For the six months ended June 30, 2026, the Company did not adopt any material new accounting standards.

Recently Issued Accounting Standards Not Yet Adopted

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

In November 2024, the FASB issued ASU 2024-03, which is intended to improve the disclosures about a public business entity's expenses and provide detailed information about the types of expenses in commonly presented expense captions. The

new guidance is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, and early adoption is permitted. The Company is currently assessing the impact on the Company's condensed consolidated financial statements and disclosures.

In September 2025, the FASB issued ASU 2025-06, Intangibles – Goodwill and Other – Internal-Use Software, to modernize the outdated guidance for accounting for software costs by aligning the accounting with how software is developed today. This guidance is effective for fiscal years beginning after December 15, 2027 and interim periods within those fiscal years. Early adoption is permitted. The amendments in ASU 2025-06 should be applied either prospectively, retrospectively, or utilizing a modified transition approach. The Company is currently assessing the impact on the Company's condensed consolidated financial statements and disclosures.

In September 2025, the FASB issued ASU 2025-07. This update clarifies the application of derivative accounting to certain contracts and refines the guidance for share-based noncash consideration received from customers. Specifically, ASU 2025-07 introduces a scope exception for contracts that are not exchange-traded and whose underlying is tied to operations or activities specific to one party. It also clarifies that share-based noncash consideration from a customer should initially be accounted for under Topic 606 until the right to receive or retain such consideration becomes unconditional, at which point financial instruments guidance may apply. The effective date for the standard is for fiscal years beginning after December 15, 2026 and interim periods within those fiscal years. Early adoption is permitted. The amendments in ASU 2025-07 should be applied either prospectively or by utilizing a modified retrospective approach. The Company is currently assessing the impact on the Company's condensed consolidated financial statements and disclosures.

In December 2025, the FASB issued ASU 2025-11, Interim Reporting (Topic 270): Narrow-Scope Improvements. This update clarifies interim disclosure requirements and centralizes such requirements within Topic 270. Among other changes, ASU 2025-11 introduces a disclosure principle requiring entities to provide information about significant events or changes since the end of the last annual reporting period that have a material impact, clarifies when duplicative annual disclosures may be omitted from interim reports, and aligns interim reporting requirements with applicable SEC guidance for registrants. This guidance is effective for interim reporting periods within annual reporting periods beginning after December 15, 2027. Early adoption is permitted. The amendments in ASU 2025-11 should be applied prospectively. The Company is currently assessing the impact on the Company’s condensed consolidated financial statements and disclosures.

In December 2025, the FASB issued ASU 2025-12, Codification Improvements. This update addresses shareholder suggestions on the Accounting Standards Codification and makes other incremental improvements to U.S. GAAP. The amendments make codification updates to a broad range of topics arising from technical corrections, unintended application of the codification, clarifications, and other minor improvements. This guidance is effective for annual reporting periods beginning after December 15, 2026 and interim reporting periods within those annual periods. Early adoption is permitted and may be elected on an issue-by-issue basis. The amendments in ASU 2025-12 are to be applied prospectively. The Company is currently assessing the impact on the Company’s condensed consolidated financial statements and disclosures.

2. REAL ESTATE INVENTORY

The following table presents the components of inventory, net of applicable inventory valuation adjustments of $20 million and $20 million, as of June 30, 2026 and December 31, 2025, respectively (in millions):

	June 30, 2026	December 31, 2025
Work in progress	$ 496	$ 249
Finished goods:		
Listed for sale	1,040	484
Under contract for sale	309	192
Total real estate inventory	$ 1,845	$ 925

As of June 30, 2026, the Company was in contract to purchase 2,310 homes for an aggregate purchase price of $736 million.

During the three and six months ended June 30, 2026, the Company recorded valuation adjustments for real estate inventory of $14 million and $23 million, respectively, in Cost of revenue in the condensed consolidated statements of operations. During the three and six months ended June 30, 2025, the Company recorded valuation adjustments for real estate inventory of $21 million and $34 million, respectively, in Cost of revenue in the condensed consolidated statements of operations.

3. CASH, CASH EQUIVALENTS, AND INVESTMENTS

The amortized cost, gross unrealized gains and losses, and fair value of cash and cash equivalents, as of June 30, 2026 and December 31, 2025, were as follows (in millions):

	June 30, 2026				
	Cost Basis	Unrealized Gains	Unrealized Losses	Fair Value	Cash and Cash Equivalents
Cash	$ 187	$ —	$ —	$ 187	$ 187
Money market funds	709	—	—	709	709
Total	$ 896	$ —	$ —	$ 896	$ 896

	December 31, 2025				
	Cost Basis	Unrealized Gains	Unrealized Losses	Fair Value	Cash and Cash Equivalents
Cash	$ 86	$ —	$ —	$ 86	$ 86
Money market funds	876	—	—	876	876
Total	$ 962	$ —	$ —	$ 962	$ 962

A summary of equity method investments and non-marketable equity securities as of June 30, 2026 and December 31, 2025 were as follows (in millions):

	June 30, 2026	December 31, 2025
Equity method investments	$ 20	$ 20
Non-marketable equity securities	53	48
Total	$ 73	$ 68

During the six months ended June 30, 2026, a subsidiary of the Company entered into a Simple Agreement for Future Equity ("SAFE") with a private company for an aggregate amount of $5 million, which is accounted for as a non-marketable equity security under the measurement alternative. The SAFE converts into preferred equity upon a qualifying financing at a predetermined valuation cap. No losses, whether from impairment or other observable price changes, were recognized in the condensed consolidated statements of operations for both the three and six months ended June 30, 2026 and 2025 related to non-marketable equity securities held as of those dates.

4. VARIABLE INTEREST ENTITIES

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

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

The following table summarizes the assets and liabilities related to the VIEs consolidated by the Company as of June 30, 2026 and December 31, 2025 (in millions):

	June 30, 2026	December 31, 2025
Assets		
Restricted cash	$ 61	$ 334
Real estate inventory, net	1,842	916
Other[1]	19	7
Total assets	$ 1,922	$ 1,257
Liabilities		
Non-recourse asset-backed debt	$ 1,762	$ 1,120
Other[2]	32	13
Total liabilities	$ 1,794	$ 1,133

(1) Includes escrow receivable and other current assets.

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

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

5. CREDIT FACILITIES, LONG-TERM DEBT, AND CONVERTIBLE NOTES

The following tables summarize certain details related to the Company's non-recourse asset-backed debt as of June 30, 2026 and December 31, 2025 (in millions, except interest rates):

		Outstanding Amount				
June 30, 2026	Borrowing Capacity	Current	Non-Current	Weighted Average Interest Rate	End of Revolving / Withdrawal Period	Final Maturity Date
Non-Recourse Asset-backed Debt:						
Asset-backed Senior Revolving Credit Facilities						
Revolving Facility 2018-2	$ 1,000	$ —	$ —	— %	June 25, 2027	June 25, 2027
Revolving Facility 2018-3	750	275	—	6.56 %	December 11, 2028	December 11, 2028
Revolving Facility 2019-1	300	—	—	— %	February 18, 2027	February 18, 2027
Revolving Facility 2019-2	450	291	—	6.50 %	October 2, 2026	October 1, 2027
Revolving Facility 2019-3	300	125	—	6.58 %	April 5, 2028	April 4, 2029
Asset-backed Senior Term Debt Facilities						
Term Debt Facility 2021-S1	400	—	100	6.41 %	February 24, 2027	August 24, 2027
Term Debt Facility 2021-S3	1,000	—	625	3.75 %	January 31, 2027	July 31, 2027
Total	$ 4,200	$ 691	$ 725			
Issuance Costs		—	(2)			
Carrying Value		$ 691	$ 723			
Asset-backed Mezzanine Term Debt Facilities						
Term Debt Facility 2020-M1	3,000	—	200	12.50 %	February 25, 2028	February 25, 2029
Term Debt Facility 2022-M1	250	—	150	12.50 %	January 31, 2027	November 1, 2027
Total	$ 3,250	$ —	$ 350			
Issuance Costs			(2)			
Carrying Value			$ 348			
Total Non-Recourse Asset-backed Debt	$ 7,450	$ 691	$ 1,071			

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	Outstanding Amount		
December 31, 2025	**Current**	**Non-Current**	**Weighted Average Interest Rate**
Non-Recourse Asset-backed Debt:			
Asset-backed Senior Revolving Credit Facilities			
Revolving Facility 2018-2	$ —	$ —	— %
Revolving Facility 2018-3	—	—	7.28 %
Revolving Facility 2019-1	—	—	7.24 %
Revolving Facility 2019-2	—	—	7.15 %
Revolving Facility 2019-3	—	—	7.28 %
Asset-backed Senior Term Debt Facilities			
Term Debt Facility 2021-S1	—	100	6.03 %
Term Debt Facility 2021-S2	52	—	3.57 %
Term Debt Facility 2021-S3	—	625	3.75 %
Term Debt Facility 2022-S1	—	—	— %
Total	$ 52	$ 725	
Issuance Costs	—	(3)	
Carrying Value	$ 52	$ 722	
Asset-backed Mezzanine Term Debt Facilities			
Term Debt Facility 2020-M1	$ —	$ 200	12.12 %
Term Debt Facility 2022-M1	$ —	$ 150	12.31 %
Total	$ —	$ 350	
Issuance Costs		(4)	
Carrying Value		$ 346	
Total Non-Recourse Asset-backed Debt	$ 52	$ 1,068	

Non-Recourse Asset-backed Debt

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

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

As of June 30, 2026, the Company had total borrowing capacity with respect to its non-recourse asset-backed debt of $7.5 billion. Borrowing capacity amounts under non-recourse asset-backed debt as reflected in the table above are in some cases not fully committed and any borrowings above the committed amounts are subject to the applicable lender's discretion. Any amounts repaid for senior term and mezzanine term debt facilities reduce total borrowing capacity as repaid amounts are not available to be reborrowed. As of June 30, 2026, the Company had committed borrowing capacity with respect to the Company's non-recourse asset-backed debt of $1.5 billion; this committed borrowing capacity is comprised of $400 million for senior revolving credit facilities, $725 million for senior term debt facilities, and $350 million for mezzanine term debt facilities.

Asset-backed Senior Revolving Credit Facilities

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

The senior revolving credit facilities are typically structured with an initial revolving period of up to 24 months, as may be amended and extended from time to time, during which time amounts can be borrowed, repaid and borrowed again. The borrowing capacity is generally available until the end of the applicable revolving period as reflected in the table above. Outstanding amounts drawn under each senior revolving credit facility are required to be repaid on the facility maturity date or earlier if accelerated due to an event of default or other mandatory repayment event. The final maturity dates and revolving period end dates reflected in the table above are inclusive of any extensions that are at the sole discretion of the Company. These facilities may also have extensions subject to lender discretion that are not reflected in the table above.

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

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

Asset-backed Senior Term Debt Facilities

The Company classifies its senior term debt facilities as current or non-current liabilities on the Company's condensed consolidated balance sheets based on the applicable final maturity date.

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

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

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

Asset-backed Mezzanine Term Debt Facilities

The Company classifies its mezzanine term debt facilities as current or non-current liabilities on the Company's condensed consolidated balance sheets based on the applicable final maturity date. These facilities are structurally and contractually subordinated to the related asset-backed senior debt facilities.

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

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

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

Covenants

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

The terms of these inventory financing facilities and related financing documents require an Opendoor subsidiary to comply with customary financial covenants, such as maintaining certain levels of liquidity, tangible net worth or leverage (ratio of debt to tangible net worth). Certain of these financial covenants are calculated by reference to Opendoor Labs Inc. and its consolidated subsidiaries' assets and liabilities. As a result, under certain circumstances, this may limit the Company's flexibility to transfer assets from Opendoor subsidiaries to the Parent Company. At June 30, 2026 and December 31, 2025, $230 million and $200 million, respectively, of the Company's net assets were restricted as they reflect minimum net asset requirements at Opendoor Labs Inc. As of June 30, 2026, the Company was in compliance with all financial covenants and no event of default had occurred.

Convertible Senior Notes

In August 2021, the Company issued 0.25% convertible senior notes due 2026 (the "2026 Notes") and in May 2025, the Company issued 7.00% convertible senior notes due 2030 (the "2030 Notes"; collectively with the 2026 Notes, "Convertible Senior Notes"). The following tables summarize certain details related to the Convertible Senior Notes (in millions, except interest rates):

June 30, 2026	Remaining Aggregate Principal Amount	Unamortized Debt Discount and Issuance Costs	Net Carrying Amount
2026 Notes	$ 135	$ —	$ 135
2030 Notes	62	(3)	59
Total Convertible Senior Notes	$ 197	$ (3)	$ 194

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December 31, 2025	Remaining Aggregate Principal Amount	Unamortized Debt Discount and Issuance Costs	Net Carrying Amount
2026 Notes	$ 135	$ —	$ 135
2030 Notes	62	(4)	58
Total Convertible Senior Notes	$ 197	$ (4)	$ 193

June 30, 2026	Maturity Date	Stated Cash Interest Rate	Effective Interest Rate	Semi-Annual Interest Payment Dates	Conversion Rate	Conversion Price
2026 Notes	August 15, 2026	0.25 %	0.78 %	February 15; August 15	53.7097	$ 19.23
2030 Notes	May 15, 2030	7.00 %	9.48 %	May 15; November 15	637.105	$ 1.57

2026 Notes

Beginning on February 15, 2026 and until the close of business on the second scheduled trading day immediately preceding the maturity date, the 2026 Notes are convertible at any time at the election of each noteholder. In addition, the holders of the 2026 Notes will have the right to require the Company to repurchase all or part of their 2026 Notes if certain corporate events occur that constitute a fundamental change. Beginning on August 20, 2024, the Company has the option to redeem the 2026 Notes, in whole or in part, upon meeting certain conditions related to the price of the Company's common stock. The redemption price will be paid in cash equal to 100% of the principal amount of the 2026 Notes to be redeemed, plus accrued and unpaid interest, if any. The conversion rate and conversion price are subject to customary adjustments under certain circumstances. In addition, if certain corporate events that constitute a make-whole fundamental change occur, then the conversion rate will, in certain circumstances, be increased for a specified period of time. Upon conversion, the Company may satisfy its obligation by paying cash for the outstanding principal balance, and, a combination of cash and the Company's common stock, at the Company's election, for the remaining amount, if any, based on the applicable conversion rate. Refer to *2030 Notes* section below for information regarding the extinguishment of certain 2026 Notes.

2030 Notes

In May 2025, the Company entered into privately negotiated transactions with certain holders of the 2026 Notes and new investors, pursuant to which the Company issued $325 million aggregate principal amount of 2030 Notes consisting of (i) $246 million aggregate principal amount of 2030 Notes issued in exchange for $246 million principal amount of 2026 Notes (the "Debt Exchange") and (ii) $79 million aggregate principal amount of 2030 Notes issued for cash. Such transactions resulted in gross cash proceeds of $75 million, excluding certain fees and other offering expenses, and represent an issue price of 95%. The Company accounted for the Debt Exchange of the 2026 Notes as a debt extinguishment and recorded $10 million of gain on debt extinguishment, included within the Company's condensed consolidated statements of operations.

The 2030 Notes are convertible at the option of the holders of the 2030 Notes before November 15, 2029 only upon the occurrence of certain events. In addition, the holders of the 2030 Notes have the right to require the Company to repurchase all or part of their 2030 Notes (i) if certain corporate events occur that constitute a fundamental change or (ii) for a one-time optional repurchase on May 15, 2028. Beginning on May 22, 2028, the Company has the option to redeem the 2030 Notes, in whole or in part, upon meeting certain conditions related to the price of the Company's common stock. The redemption or repurchase price will be paid in cash equal to 100% of the principal amount of the 2030 Notes to be redeemed or repurchased, plus accrued and unpaid interest, if any. Beginning on November 15, 2029 and until the close of business on the second scheduled trading day immediately preceding the maturity date, the 2030 Notes are convertible at any time at the election of each noteholder. The conversion rate and conversion price are subject to customary adjustments under certain circumstances. In addition, if certain corporate events that constitute a make-whole fundamental change occur, then the conversion rate will, under certain circumstances, be increased for a specified period of time. Upon conversion, the Company may satisfy its obligation by paying cash for the outstanding principal balance, and, a combination of cash and the Company's common stock, at the Company's election, for the remaining amount, if any, based on the applicable conversion rate.

The 2030 Notes become convertible during any calendar quarter if the last reported sale price of the Company's common stock exceeds 130% of the conversion price for at least 20 of the 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter. This condition was first met during the quarter ended September 30, 2025, and has been met in each subsequent quarter through June 30, 2026. Accordingly, the 2030 Notes became convertible at the option of the noteholders on October 1, 2025, remain convertible through September 30, 2026 and are classified as a current liability in the condensed consolidated balance sheets as of June 30, 2026 and December 31, 2025.

The following table summarizes the interest expense related to the Convertible Senior Notes (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Contractual interest	$ 1	$ 3	$ 2	$ 3
Amortization of debt discount and issuance costs	—	1	1	2
Total Convertible Senior Notes interest expense	$ 1	$ 4	$ 3	$ 5

6. FAIR VALUE DISCLOSURES

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

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

Fair Value Hierarchy

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

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

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

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

Fair Value of Financial Instruments

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

	June 30, 2026			
	Carrying Value	Fair Value	Level 1	Level 2
Assets:				
Cash and cash equivalents	$ 896	$ 896	$ 896	$ —
Restricted cash	66	66	66	—
Liabilities:				
Non-recourse asset-backed debt	$ 1,762	$ 1,755	$ —	$ 1,755
Convertible senior notes	194	350	—	350

	December 31, 2025			
	Carrying Value	Fair Value	Level 1	Level 2
Assets:				
Cash and cash equivalents	$ 962	$ 962	$ 962	$ —
Restricted cash	339	339	339	—
Liabilities:				
Non-recourse asset-backed debt	$ 1,120	$ 1,113	$ —	$ 1,113
Convertible senior notes	193	384	—	384

7. PROPERTY AND EQUIPMENT

Property and equipment as of June 30, 2026 and December 31, 2025, consisted of the following (in millions):

	June 30, 2026	December 31, 2025
Internally developed software	$ 96	$ 107
Computers	5	3
Security systems	4	4
Office equipment	1	1
Furniture and fixtures	1	1
Software implementation costs	1	1
Leasehold improvements	1	—
Total	109	117
Accumulated depreciation and amortization	(85)	(90)
Property and equipment – net	$ 24	$ 27

Depreciation and amortization expense of $5 million and $11 million was recorded for the three and six months ended June 30, 2026, respectively. Depreciation and amortization expense of $8 million and $16 million was recorded for the three and six months ended June 30, 2025, respectively.

8. GOODWILL AND INTANGIBLE ASSETS

For the six months ended June 30, 2026 and the year ended December 31, 2025, there were no additions to and no impairment of goodwill.

As of June 30, 2026 and December 31, 2025, the Company had no remaining intangible assets subject to amortization. There was no amortization expense recognized on the condensed consolidated statements of operations for both the six months ended June 30, 2026 and 2025.

9. SHARE-BASED AWARDS

Stock options and RSUs

A summary of the stock option activity for the six months ended June 30, 2026, is as follows:

	Number of Options (in thousands)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions)
Balance-December 31, 2025	3,327	$ 2.65	2.1	$ 11
Exercised	(248)	2.23		
Expired	(30)	3.65		
Balance-June 30, 2026	3,049	$ 2.67	1.7	$ 6
Exercisable-June 30, 2026	3,049	$ 2.67	1.7	$ 6

A summary of the RSU activity for the six months ended June 30, 2026, is as follows:

	Number of RSUs (in thousands)	Weighted-Average Grant-Date Fair Value
Unvested and outstanding-December 31, 2025	32,698	$ 3.45
Granted	11,833	4.97
Vested	(10,550)	2.25
Forfeited	(5,427)	3.02
Unvested and outstanding-June 30, 2026	28,554	$ 4.60

A summary of the market condition RSU activity for the six months ended June 30, 2026, is as follows:

	Number of RSUs (in thousands)	Weighted-Average Grant-Date Fair Value
Unvested and outstanding-December 31, 2025	101,418	$ 8.36
Granted	2,899	4.42
Forfeited	(769)	4.54
Unvested and outstanding-June 30, 2026	103,548	$ 8.28

The market condition awards granted during the six months ended June 30, 2026 have requisite service periods ranging from 6 months to five years. The fair value of market condition RSUs is estimated at the date of grant using a Monte Carlo simulation model, with assumptions consistent with those disclosed in "*Part II – Item 8. Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – Note 12. Share-based Awards*," in our Annual Report on Form 10-K for the year ended December 31, 2025.

Three Months Ended March 31,

Stock-based compensation expense

Stock-based compensation expense is allocated based on the cost center to which the award holder belongs. The following table summarizes total stock-based compensation expense by function as presented in the condensed consolidated statements of operations for the three and six months ended June 30, 2026 and 2025 (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
General and administrative	$ 107	$ 9	$ 217	$ 18
Sales, marketing and operations	2	2	4	4
Technology and development	10	2	18	5
Total stock-based compensation expense	$ 119	$ 13	$ 239	$ 27

The Company recognized $100 million and $205 million of compensation expense related to market condition awards during the three and six months ended June 30, 2026, respectively, with no comparable expense during the three and six months ended June 30, 2025. As of June 30, 2026 there was $551 million of unamortized stock-based compensation costs related to unvested market condition RSUs, which are expected to be recognized over a weighted-average period of approximately 2.1 years. As of June 30, 2026 and December 31, 2025, no market conditions were satisfied.

As of June 30, 2026, there was $104 million of unamortized stock-based compensation costs related to unvested RSUs, which are expected to be recognized over a weighted-average period of approximately 2.3 years.

10. WARRANTS

Marketing Warrants

On July 28, 2022, the Company entered into a warrant agreement with Zillow, Inc. ("Zillow") in connection with a partnership arrangement that allows for Zillow to purchase up to 6 million shares of common stock that will vest in tranches (each, a "Tranche") upon Zillow providing resale marketing services to the Company. As of June 30, 2026, one Tranche of 300,000 shares of common stock underlying the warrant has vested, with an exercise price of $15 per share, and none have been exercised.

Warrant Dividends

On November 6, 2025, our board of directors declared a distribution of a dividend in the form of warrants to purchase shares of our common stock. On November 21, 2025, a total of 99,295,146 Warrants were issued and distributed to the holders of record of common stock and 2030 Notes as of the November 18, 2025 record date. There was no material activity during the six months ended June 30, 2026 related to the Warrant Dividends. Refer to "*Part II – Item 8. Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – Note 11. Shareholders' Equity*," in our Annual Report on Form 10-K for the year ended December 31, 2025 for additional information regarding the Warrant Dividends.

11. INCOME TAXES

The Company's tax provision and the resulting effective tax rate for interim periods are determined based upon its estimated annual effective tax rate adjusted for the effect of discrete items arising in that quarter.

The Company's provision for income taxes, which consisted of state taxes in the United States and foreign income taxes in Canada and India was $0.1 million and $0.2 million for the three and six months ended June 30, 2026, respectively, with an effective tax rate of (0.06)% and (0.06)%, respectively. The Company's provision for income taxes was $0.2 million and $0.4 million for the three and six months ended June 30, 2025, respectively, with an effective tax rate of (0.69)% and (0.35)%, respectively. The effective tax rate differs from the U.S. statutory tax rate primarily due to the recording of a full valuation allowance against the net deferred tax assets.

The Company evaluated the positive and negative evidence bearing upon the realizability of its deferred tax assets by jurisdiction. Based on the Company's history of operating losses, including a three-year cumulative loss position, the Company believes that based on the weight of available evidence, it is more likely than not that all of the deferred tax assets in the U.S. will not be realized and recorded a full valuation allowance of its federal and state net deferred tax assets as of June 30, 2026 and December 31, 2025.

In December 2021, the Organization for Economic Co-operation and Development ("OECD") Inclusive Framework on Base Erosion and Profit Shifting released Model Global Anti-Base Erosion rules ("Model Rules") under Pillar Two. The Model Rules set forth the "common approach" for a Global Minimum Tax at 15 percent for multinational enterprises with a turnover of more than 750 million Euros. Certain aspects of Pillar Two were effective January 1, 2024 and other aspects were effective January 1, 2025. Various countries have adopted legislation and other countries are in the process of introducing legislation to implement Pillar Two. On January 5, 2026, the OECD announced changes to the Model Rules to include the "side-by-side" arrangement, which contains simplification measures as well as an exemption for U.S.-parented companies from certain aspects of the Pillar Two regime. The updated Model Rules will need to be enacted into local legislation to become effective. Pillar Two did not have a material impact on the Company's condensed consolidated financial statements as of June 30, 2026. The Company continues to monitor developments and administrative guidance and to evaluate the potential impact of Pillar Two on its condensed consolidated financial statement for future periods.

On July 4, 2025, the One Big Beautiful Bill Act (the "Act") was enacted into law. The Act includes significant changes to the U.S. tax code, including restoration of immediate recognition of domestic research and development expenditures and reinstatement of 100% bonus depreciation for qualifying property. The Company has evaluated the impact of the Act on its condensed consolidated financial statements, including the effects on its deferred tax assets and liabilities and has not identified any material impact on its condensed consolidated financial statements.

12. NET LOSS PER SHARE

Basic net loss per share is computed based on the weighted average number of shares of common stock outstanding during the period. Diluted net loss per share is computed based on the weighted average number of common shares outstanding plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method. During the periods when there is a net loss, potentially dilutive common stock equivalents have been excluded from the calculation of diluted net loss per share as their effect is anti-dilutive. No dividends, including preferred dividends, were declared, paid, or accumulated for the three and six months ended June 30, 2026 or 2025.

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

The following table sets forth the computation of the Company's basic and diluted net loss per share attributable to common shareholders for the three and six months ended June 30, 2026 and 2025 (in millions, except share amounts which are presented in thousands, and per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Basic and diluted net loss per share:				
Numerator:				
Net loss	$ (162)	$ (29)	$ (335)	$ (114)
Denominator:				
Weighted average shares outstanding – basic and diluted	965,780	729,484	962,574	726,529
Basic and diluted net loss per share	$ (0.17)	$ (0.04)	$ (0.35)	$ (0.16)

The following securities were not included in the computation of diluted shares outstanding because the effect would be anti-dilutive, or issuance of such shares is contingent upon the satisfaction of certain conditions which were not satisfied by the end of the period (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Market Condition RSUs	103,548	—	103,548	—
Common Stock Warrants	99,588	300	99,588	300
RSUs	28,554	47,169	28,554	47,169
Convertible Senior Notes	26,208	—	26,970	—
Options	3,049	6,851	3,049	6,851
Employee Stock Purchase Plan	567	2,190	567	2,190
Total anti-dilutive securities	261,514	56,510	262,276	56,510

13. RELATED PARTIES

As of June 30, 2026, the retained interest in Mainstay Labs Inc. ("Mainstay"), a formerly consolidated subsidiary of the Company, that was deconsolidated on July 31, 2024 (the "Deconsolidation"), was $48 million, which is presented in Other assets in the condensed consolidated balance sheets. The investment is recognized as a non-marketable equity security investment under ASC 321, Investments - Equity Securities, and is measured at fair value on a non-recurring basis, with the fair value initially determined as of the transaction date. As of June 30, 2026, there has been no impairment or other observable price changes. As a result of the Company's continued investment in Mainstay, transactions between the Company and Mainstay subsequent to the Deconsolidation are considered to be related-party transactions. Prior to the Deconsolidation, transactions between Mainstay and Opendoor were eliminated upon consolidation.

In connection with the Deconsolidation, the Company entered into a contractual agreement to provide Mainstay with certain transition administrative services for a limited period of time ("Transition Services") and to fulfill certain funding obligations to be paid in the form of Mainstay Series A Preferred Stock at the original Series A Preferred Stock issuance price. In September 2025, the Company received $9 million of Series A Preferred Stock as consideration for the Transition Services and related funding requirements. The Company continued to fund bonuses for certain Mainstay employees, other than Mainstay Management, through November 2025. Amounts paid during both the three and six months ended June 30, 2025 were immaterial.

Subsequent to the Deconsolidation, the Company has no compensation arrangements with the management of Mainstay who are responsible for directing the activities that most significantly impact the economics of Mainstay ("Mainstay Management"). As of the Deconsolidation, outstanding Opendoor RSUs held by Mainstay employees, other than Mainstay Management, were modified so that the service-based vesting requirement will be satisfied as long as the Mainstay employee continues to provide services to Mainstay ("Post Deconsolidation RSUs"). During the three and six months ended June 30,

2026, 8,384 and 21,307 shares of common stock, respectively, were issued to Mainstay employees for the settlement of RSUs, net of shares withheld for participant taxes. As of June 30, 2026, all RSUs had vested.

In April 2025, the Company entered into an agreement with Mainstay to create Mainstay National Title LLC, which provides title and escrow services to institutional customers. The Company has a 25% interest in and provides certain services to Mainstay National Title LLC. The initial investment is recognized as an equity method investment under ASC 323, Investments – Equity Method and Joint Ventures. As of June 30, 2026, the carrying value of the equity method investment was $1 million and is presented in Other assets on the condensed consolidated balance sheets. During the three and six months ended June 30, 2026, the Company recognized revenue of $2 million and $5 million, respectively. During the three and six months ended June 30, 2025, the Company recognized revenue of $4 million and $4 million, respectively. This revenue is presented within the condensed consolidated statement of operations related to services provided to Mainstay National Title LLC.

There have been no other material changes to the related party transactions disclosed in our Annual Report on Form 10-K for the year ended December 31, 2025. For a full description of those arrangements, see "*Part II – Item 8. Financial Statements and Supplementary Data – Note 17. Related Parties*" of our Annual Report on Form 10-K.

14. SEGMENT INFORMATION

The Company is managed as a single operating and reportable segment on a consolidated basis, reflecting how the Company's Chief Operating Decision Maker ("CODM") allocates resources and evaluates the Company's financial information. The operating segment is the Company's residential real estate product and service offerings. The Company determined that the Chief Executive Officer is the CODM, given their responsibility for making resource allocation decisions, assessing performance, making strategic operational decisions and managing the organization at a consolidated level.

As the Company is managed as a single operating and reportable segment, the measure of segment profit or loss is consolidated net loss. The CODM utilizes the financial information below in assessing the segment's performance and allocating resources. The measure of segment assets is reported on the Company's condensed consolidated balance sheets as total assets.

The table below highlights the Company's reportable segment's expenses and net loss for the three and six months ended June 30, 2026 and 2025 (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Revenue	$ 883	$ 1,567	$ 1,603	$ 2,720
Less:				
Cost of revenue	(797)	(1,439)	(1,445)	(2,493)
Direct selling costs[1]	(29)	(43)	(52)	(72)
Holding costs[2]	(11)	(23)	(23)	(40)
Advertising and other marketing expense[3]	(5)	(7)	(24)	(31)
Operations[4]	(14)	(15)	(26)	(31)
Fixed operating expense[5]	(35)	(31)	(68)	(70)
CEO make-whole provision[6]	(4)	—	(9)	—
Stock-based compensation	(19)	(13)	(34)	(27)
Stock-based compensation for market condition RSUs	(100)	—	(205)	—
Interest expense	(29)	(36)	(52)	(69)
Interest income	8	9	18	14
Other[7]	(10)	2	(18)	(15)
Net loss	$ (162)	$ (29)	$ (335)	$ (114)

(1) Represents selling costs incurred related to homes sold in the relevant period. This primarily includes broker commissions, external title and escrow-related fees and transfer taxes and are included in Sales, marketing and operations.

(2) Represents holding costs incurred both in the period presented and in prior periods on homes sold in the period presented ("Resale Cohort Holding Costs"). Holding costs include mainly property taxes, insurance, utilities, homeowners association dues, cleaning and maintenance costs. Holding costs are included in Sales, marketing and operations in the period in which they are incurred ("GAAP Holding Costs").

(3) Advertising expenses are included in Sales, marketing and operations. Other marketing expenses include non-advertising marketing expenses such as acquisition leads and referrals and public relations services and are included in Sales, marketing and operations.

(4) Represents operating expenses that are generally related to the volume of homes transacted during the period and tend to be variable in nature. Primarily includes workforce expenses in support of sales, and real estate operations.

(5) Represents operating expenses that are not directly correlated with home transaction volumes. These expenses generally include costs related to salaries and benefits for our executive, finance, technology, human resources, legal, marketing and administrative personnel, as well as third-party professional services fees, rent expense and third-party software.

(6) In connection with the appointment of the Company's new Chief Executive Officer in September 2025, the Company granted two make-whole awards related to compensation forfeited from his former employer. The awards consist of (i) a $15 million cash award and (ii) a restricted stock unit award with a grant date value of $15 million. Both awards vest nine months after his start date, contingent upon his continued service as Chief Executive Officer through the vesting date, and are expensed over the requisite service period. The CEO make-whole provision adjustment reflects only the expense associated with the cash make-whole award. The expense associated with the restricted stock unit make-whole award is included in the stock-based compensation line item presented separately in the reconciliation above.

(7) Other segment income (expenses) are primarily made up of depreciation and amortization, restructuring, and amortization of stock-based compensation capitalized to internally developed software. This also includes the elimination of holding costs incurred in prior periods on homes sold in the periods presented, and includes holding costs incurred in the current period on homes remaining in inventory at period end.

15. COMMITMENTS AND CONTINGENCIES

Legal Matters

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

There are various claims and lawsuits arising in the normal course of business pending against the Company, some of which seek damages and other relief which, if granted, may require future cash expenditures. In addition, from time to time the Company receives inquiries and audit requests from various government agencies and fully cooperates with these requests. The Company does not believe that it is reasonably possible that the resolution of these matters would result in any liability that would materially affect the Company's condensed consolidated results of operations or financial condition.

16. RESTRUCTURING

Restructuring costs for ongoing employee benefit arrangements, inclusive of statutory requirements, are recognized in accordance with ASC 712, Compensation - Non-retirement Post-employment Benefits when it becomes probable that an obligation has been incurred and the amount can be reasonably estimated. If applicable, the Company recognizes restructuring costs over the terminated employees' remaining service period. The liabilities for restructuring costs are recognized in Accounts payable and other accrued liabilities on the condensed consolidated balance sheets.

During the six months ended June 30, 2026, the Company initiated the closure of its Indian subsidiary. The Company recognized $3 million of restructuring expenses related to post-employment benefits for approximately 150 employees, as well as other cost associated with the closure, including $1 million related to the early termination of a lease. Payments for restructuring costs incurred during the six months ended June 30, 2026 will be substantially completed by the fourth quarter of 2026.

During the six months ended June 30, 2025, the Company recognized $6 million of restructuring expenses related to post-employment benefits for approximately 125 employees, as well as other cost reduction efforts. Additionally, the Company incurred $3 million of costs related to the early termination of a lease. Payments for restructuring costs incurred during the six months ended June 30, 2025 were substantially completed by the third quarter of 2025.

As of June 30, 2026 and December 31, 2025, the restructuring liability balance was $2 million and $1 million, respectively.

	June 30, 2026
Balance-December 31, 2025	$ 1
Additions charged to expense	3
Costs paid or otherwise settled	(2)
Balance- June 30, 2026	$ 2

17. SUBSEQUENT EVENTS

On July 20, 2026, the Company completed the acquisition of certain assets and equity interests of a closing and escrow operations business for total consideration of $10 million.

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

The following discussion and analysis provides information that our management believes is relevant to an assessment and understanding of our condensed consolidated results of operations and financial condition. The discussion should be read together with the historical condensed consolidated financial statements and related notes that appear in this Quarterly Report on Form 10-Q.

This discussion may contain forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under "Forward-Looking Statements," "Risk Factors," or in other parts of this Quarterly Report on Form 10-Q, and in "Part I - Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2025 (the "Annual Report").

Overview

Opendoor's mission is to tilt the world in favor of homeowners, by making homeownership simpler, faster, and fairer for everyone. Residential real estate is a trillion-dollar industry underpinned by a process that is complicated, time-consuming, stressful, and offline. Our data-driven pricing models and integrated local operations are modernizing residential real estate by providing a simple, certain, and largely digital way to buy and sell homes. Since our founding, we have completed over 305,000 transactions across the United States, making us one of the largest buyers and sellers of homes in the United States.

Financial Highlights and Operating Metrics

	Three Months Ended June 30,			Six Months Ended June 30,		
(in millions, except percentages, homes purchased, homes sold, and homes in inventory)	**2026**	**2025**	**Change**	**2026**	**2025**	**Change**
Revenue	$ 883	$ 1,567	$ (684)	$ 1,603	$ 2,720	$ (1,117)
Gross profit	$ 86	$ 128	$ (42)	$ 158	$ 227	$ (69)
Gross margin	9.7 %	8.2 %		9.9 %	8.3 %	
Net loss	$ (162)	$ (29)	$ (133)	$ (335)	$ (114)	$ (221)
Homes sold	2,339	4,299	(1,960)	4,260	7,245	(2,985)
Homes purchased	4,378	1,757	2,621	6,852	5,366	1,486
Homes in inventory (at period end)	5,459	4,538	921	5,459	4,538	921
Inventory (at period end)	$ 1,845	$ 1,530	$ 315	$ 1,845	$ 1,530	$ 315
Percentage of homes "on the market" for greater than 120 days (at period end)	9 %	36 %		9 %	36 %	
Non-GAAP Financial Highlights [1]						
Contribution Profit	$ 51	$ 69	$ (18)	$ 83	$ 123	$ (40)
Contribution Margin	5.8 %	4.4 %		5.2 %	4.5 %	
Adjusted EBITDA	$ (4)	$ 23	$ (27)	$ (35)	$ (7)	$ (28)
Adjusted EBITDA Margin	(0.5)%	1.5 %		(2.2)%	(0.3)%	
Adjusted Net Loss	$ (30)	$ (9)	$ (21)	$ (79)	$ (72)	$ (7)

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

Current Housing Environment

The U.S. housing market remains constrained by elevated mortgage rates and persistent affordability challenges. Existing home sales remain at a seasonally adjusted annual rate of around 4 million units, representing a 30-year low and roughly 20% below the pre-pandemic decade average of approximately 5 million annual sales. As of June 2026, home prices were roughly

flat year-over-year. Inventory levels are modestly constrained, representing nearly 5 months of supply as of June 2026. After falling to just under 6% in late February 2026, mortgage rates rose through the second quarter, ending June in the mid-6% range. Seller-buyer disconnect persists, with delistings (homes withdrawn from the market without selling) reaching the highest levels in Opendoor's operating history.

In response to these market conditions, we maintained a disciplined, data-driven approach to managing our business, dynamically adjusting our pricing strategies to balance growth, margin, and risk. We continued our tailored spread approach, providing stronger offers for higher-quality homes with greater expected resale velocity while maintaining higher spreads for lower-quality homes with elevated risk and slower resale clearance expectations. We believe this approach will continue to increase the likelihood of offer acceptance among higher-quality homes, improve the overall quality mix of homes in our portfolio, and support faster sell-through. In addition, we dynamically adjust list prices to calibrate to market sell-through rates and drive resale clearance. We closely monitor macroeconomic developments and remain agile in our decision-making, enabling us to respond effectively to shifts in interest rates and broader market conditions.

Factors Affecting our Business Performance

Market Penetration

Residential real estate is one of the largest consumer markets in the United States, of which less than 1% of the estimated $1.7 trillion of home value transacted annually is conducted online. Given the fact that we operate in a highly fragmented industry and offer a differentiated value proposition to the traditional offline selling process, we believe there is significant opportunity to expand our market share. By providing a consistent, high-quality and differentiated experience to our customers, we hope to continue to drive positive word-of-mouth awareness and trust in our platform.

Partnership channels with homebuilders, agents, and online real estate platforms are an important source of leads for our business. We have relationships with three of the largest online real estate platforms, Zillow, Realtor.com, and Redfin, which together reach millions of unique monthly visitors and allow home sellers to request an offer directly from Opendoor. In addition to driving incremental acquisitions, we expect these partnerships to build our brand awareness and serve as additional avenues for sellers to learn about the benefits of our products.

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

Geographic Footprint

We continually evaluate opportunities to expand our footprint. At the start of 2025, our products were available in 50 markets across select U.S. states. By the end of 2025, we expanded our reach to serve customers nationwide across the contiguous United States through one or more of our product offerings, including cash and Cash Now, More Later offers.

Adjacent Services

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

Our success with title insurance and escrow services helps validate our view that customers prefer an online, integrated experience. In the first quarter of 2026, we launched a mortgage product offering through Opendoor Home Loans LLC, which we believe over time can improve our customer experience and unit economics by integrating mortgage financing directly into our home transaction platform. We will continue to evaluate new ways to improve our end-to-end solution and expect to invest in additional adjacent products and services over time, including through potential strategic transactions, growth opportunities, or partnerships, with the expectation that these adjacent services will continue to improve our unit economics.

Unit Economics

We view Contribution Margin as a key measure of unit economic performance. Contribution Margin is a non-GAAP financial measure. See "*—Non-GAAP Financial Measures*" for further details and a reconciliation of Contribution Margin to gross margin. Our long-term financial performance depends, in part, on continuing to maintain and expand unit margins through the following initiatives:

- Optimization and enhancements of our pricing engine;
- Platform efficiency improvements through greater use of generative AI, automation and self-service;
- Incremental attach of services, which supplement the core transaction margin profile; and
- Leveraging our platform to develop additional offerings, which we expect can increase overall conversion and unlock more capital-light margin.

Inventory Management

Effectively managing our overall inventory position and balancing growth, margin, resale velocity, and risk are critical to our financial performance. Since our inception, we have prioritized investment in our pricing capabilities across our home acquisition processes and our forecasting and resale systems, and expect to continue to do so. As part of our overall risk management framework, we consider both individual market and aggregate portfolio exposures. We prioritize resale speed to reduce market exposure and to support inventory health, and we monitor sell-through rates, holding periods, and portfolio aging, calibrating our list prices to market clearance. We also calibrate the spreads embedded in our offers based on home-specific attributes, including expected resale velocity and risk profile, as well as local market conditions. Spreads are defined as total discount to our home valuation at time of offer less the Opendoor service fee.

Real estate inventory is reviewed for valuation adjustments on a quarterly basis. If the carrying amount for a given home is not expected to be recovered, an inventory valuation adjustment is recorded to cost of revenue and the home's carrying value is adjusted to its net realizable value. Inventory valuation adjustments are not offset by any expected gains and are not reversed or adjusted should the expected net realizable value subsequently increase. We recorded inventory valuation adjustments of $14 million and $23 million during the three and six months ended June 30, 2026, respectively, and $21 million and $34 million during the three and six months ended June 30, 2025, respectively. See "*Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Estimates – Real Estate Inventory*" in our Annual Report on Form 10-K for the year ended December 31, 2025.

As one key measure of inventory management performance, we evaluate our portfolio metrics relative to the broader market (as observed on the multiple listing services ("MLS")). One such metric is our percentage of homes "on the market" for greater than 120 days as measured from initial listing date. As of June 30, 2026, such homes represented 9% of our portfolio, compared to 27% for the broader market when filtered for the types of homes we are able to underwrite and acquire based on characteristics such as market, price range, home type, home location, year built and lot size (which we refer to as our "buybox"). This metric fluctuates based on seasonal factors, market dynamics, and our resale strategies.

Inventory Financing

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

Seasonality

The residential real estate market is seasonal, with greater demand and home price appreciation from home buyers in the spring and summer, and typically weaker demand and lower home price appreciation in late fall and winter. In general, we expect our financial results and working capital requirements to reflect seasonal variations over time. However, other factors, including growth, market expansion, product innovation, and changes in macroeconomic conditions, such as inflation and interest rate fluctuations, have obscured the impact of seasonality in our historical financials and may continue to do so.

Non-GAAP Financial Measures

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

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

Adjusted Gross Profit and Contribution Profit

To provide investors with additional information regarding our margins and return on inventory acquired, we have included Adjusted Gross Profit and Contribution Profit, which are non-GAAP financial measures. We believe that Adjusted Gross Profit and Contribution Profit are useful financial measures for investors as they are supplemental measures used by management in evaluating unit level economics and our operating performance. Each of these measures is intended to present the economics related to homes sold during a given period. We do so by including revenue generated from homes sold (and adjacent services) in the period and only the expenses that are directly attributable to such home sales, even if such expenses were recognized in prior periods, and excluding expenses related to homes that remain in inventory as of the end of the period. Contribution Profit provides investors a measure to assess Opendoor's ability to generate returns on homes sold during a reporting period after considering home purchase costs, renovation and repair costs, holding costs and selling costs.

Adjusted Gross Profit and Contribution Profit are supplemental measures of our operating performance and have limitations as analytical tools. For example, these measures include costs that were recorded in prior periods under GAAP and exclude, in connection with homes held in inventory at the end of the period, costs required to be recorded under GAAP in the same period. Accordingly, these measures should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP. We include a reconciliation of these measures to the most directly comparable GAAP financial measure, which is gross profit.

Adjusted Gross Profit / Margin

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

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

Contribution Profit / Margin

We calculate Contribution Profit as Adjusted Gross Profit, minus certain costs incurred on homes sold during the current period including: (1) holding costs incurred in the current period, (2) holding costs incurred in prior periods, and (3) direct selling costs. Contribution Margin is Contribution Profit as a percentage of revenue.

We view this metric as an important measure of business performance as it captures the unit level performance isolated to homes sold in a given period and provides comparability across reporting periods. Contribution Profit helps management assess the revenues and certain costs directly attributable to a specific resale cohort.

The following table presents a reconciliation of our Adjusted Gross Profit and Contribution Profit to our gross profit, which is the most directly comparable GAAP measure, for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in millions, except percentages)	**2026**	**2025**	**2026**	**2025**
Revenue (GAAP)	**$ 883**	**$ 1,567**	**$ 1,603**	**$ 2,720**
Gross profit (GAAP)	**$ 86**	**$ 128**	**$ 158**	**$ 227**
Gross Margin	9.7 %	8.2 %	9.9 %	8.3 %
Adjustments:				
Inventory valuation adjustment – Current Period[1][2]	14	21	18	27
Inventory valuation adjustment – Prior Periods[1][3]	(9)	(14)	(18)	(19)
Adjusted Gross Profit	**$ 91**	**$ 135**	**$ 158**	**$ 235**
Adjusted Gross Margin	10.3 %	8.6 %	9.9 %	8.6 %
Adjustments:				
Direct selling costs[4]	(29)	(43)	(52)	(72)
Holding costs on sales – Current Period[5][6]	(3)	(6)	(11)	(20)
Holding costs on sales – Prior Periods[5][7]	(8)	(17)	(12)	(20)
Contribution Profit	**$ 51**	**$ 69**	**$ 83**	**$ 123**
Contribution Margin	5.8 %	4.4 %	5.2 %	4.5 %

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

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

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

(4) Represents selling costs incurred related to homes sold in the relevant period. This primarily includes broker commissions, external title and escrow-related fees and transfer taxes. Selling costs are included in Sales, marketing and operations on the condensed consolidated statements of operations.

(5) Holding costs primarily include property taxes, insurance, utilities, homeowners association dues and maintenance costs. Holding costs are included in Sales, marketing, and operations on the condensed consolidated statements of operations.

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

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

Adjusted Net Loss and Adjusted EBITDA

We also present Adjusted Net Loss and Adjusted EBITDA, which are non-GAAP financial measures that management uses to assess our underlying financial performance. These measures are also commonly used by investors and analysts to compare the underlying performance of companies in our industry. We believe these measures provide investors with meaningful period over period comparisons of our underlying performance, adjusted for certain charges that are non-cash, not directly related to our revenue-generating operations, not aligned to related revenue, or not reflective of ongoing operating results that vary in frequency and amount.

Adjusted Net Loss and Adjusted EBITDA are supplemental measures of our operating performance and have important limitations. For example, these measures exclude the impact of certain costs required to be recorded under GAAP. These measures also include inventory valuation adjustments that were recorded in prior periods under GAAP and exclude, in connection with homes held in inventory at the end of the period, inventory valuation adjustments required to be recorded under GAAP in the same period. These measures could differ substantially from similarly titled measures presented by other

companies in our industry or companies in other industries. Accordingly, these measures should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP. We include a reconciliation of these measures to the most directly comparable GAAP financial measure, which is net loss.

Adjusted Net Loss

We calculate Adjusted Net Loss as GAAP net loss adjusted to exclude non-cash expenses of stock-based compensation, equity securities fair value adjustment, and the amortization of stock-based compensation capitalized to internally developed software ("IDSW"). It excludes expenses that are not directly related to our revenue-generating operations such as restructuring and CEO make-whole provision. It also excludes loss (gain) on extinguishment of debt as these expenses or gains were incurred as a result of decisions made by management to terminate or partially extinguish portions of our outstanding credit facilities or convertible senior notes early; these expenses or gains are not reflective of ongoing operating results and vary in frequency and amount. Adjusted Net Loss also aligns the timing of inventory valuation adjustments recorded under GAAP to the period in which the related revenue is recorded in order to improve the comparability of this measure to our non-GAAP financial measures of unit economics, as described above. Our calculation of Adjusted Net Loss does not currently include the tax effects of the non-GAAP adjustments because our taxes and such tax effects have not been material to date.

Adjusted EBITDA / Margin

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

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

	Three Months Ended June 30,		Six Months Ended June 30,	
(in millions, except percentages)	**2026**	**2025**	**2026**	**2025**
Revenue (GAAP)	**$ 883**	**$ 1,567**	**$ 1,603**	**$ 2,720**
Net loss (GAAP)	**$ (162)**	**$ (29)**	**$ (335)**	**$ (114)**
Adjustments:				
Stock-based compensation	19	13	34	27
Stock-based compensation for market condition RSUs	100	—	205	—
Equity securities fair value adjustment[1]	—	—	—	3
Amortization of stock-based compensation capitalized to IDSW	3	4	6	7
Inventory valuation adjustment – Current Period[2][3]	14	21	18	27
Inventory valuation adjustment – Prior Periods[2][4]	(9)	(14)	(18)	(19)
Restructuring[5]	3	6	3	9
CEO make-whole provision[6]	4	—	9	—
Loss (gain) on extinguishment of debt	—	(10)	1	(10)
Other[7]	(2)	—	(2)	(2)
Adjusted Net Loss	**$ (30)**	**$ (9)**	**$ (79)**	**$ (72)**
Adjustments:				
Depreciation and amortization, excluding amortization of intangibles	5	5	10	10
Property financing[8]	24	29	43	58
Other interest expense[9]	5	7	9	11
Interest income[10]	(8)	(9)	(18)	(14)
Adjusted EBITDA	**$ (4)**	**$ 23**	**$ (35)**	**$ (7)**
Adjusted EBITDA Margin	(0.5)%	1.5 %	(2.2)%	(0.3)%

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

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

(3) Inventory valuation adjustment — Current Period is the inventory valuation adjustments recorded during the period presented associated with homes that remain in inventory at period end.

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

(5) Restructuring expense consists primarily of severance and other termination benefits for employees whose roles have been eliminated, consulting fees, and expenses related to the termination of certain leases incurred during the restructuring process.

(6) In connection with the appointment of the Company's new Chief Executive Officer in September 2025, the Company granted two make-whole awards related to compensation forfeited from his former employer. The awards consist of (i) a $15 million cash award and (ii) a restricted stock unit award with a grant date value of $15 million. Both awards vest nine months after his start date, contingent upon his continued service as Chief Executive Officer through the vesting date, and are expensed over the requisite service period. The CEO make-whole provision adjustment reflects only the expense associated with the cash make-whole award. The expense associated with the restricted stock unit make-whole award is included in the stock-based compensation line item presented separately in the reconciliation above.

(7) Primarily includes related party services income.

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

(9) Includes (i) amortization of debt issuance costs, loan origination fees, commitment fees, unused fees, and other interest related costs on our asset-backed debt facilities, and (ii) amortization of debt issuance costs and debt discounts and interest expense related to our convertible senior notes.

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

Components of Our Results of Operations

Revenue

We generate the majority of our revenue from the sale of homes that we previously acquired from homeowners. In addition, we generate revenue from additional services we provide to both home sellers and buyers, which consists primarily of title insurance, escrow services, and real estate brokerage services.

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

Cost of Revenue

Cost of revenue includes the property purchase price, acquisition costs, and direct costs to renovate or repair the home. These costs are accumulated in real estate inventory during the property holding period and charged to cost of revenue under the specific identification method when the property is sold. Real estate inventory is reviewed for valuation adjustments at least quarterly. If the carrying amount for a given home is not expected to be recovered, an inventory valuation adjustment is recorded to cost of revenue and the home's carrying value is adjusted to its net realizable value. For homes sold under our Cash Now, More Later product, cost of revenue also includes any remaining sale proceeds remitted to the original seller upon resale, net of our service fee and certain recoverable costs.

Additionally, for our revenue other than home sales revenue, cost of revenue consists of any costs incurred in delivering the service, including associated headcount expenses such as salaries, benefits, and stock-based compensation.

Operating Expenses

Sales, Marketing and Operations Expense

Sales, marketing and operations expense consists primarily of broker commissions (paid to the home buyers' real estate agents and third-party listing agents, if applicable), resale closing costs, holding costs related to real estate inventory including property taxes, insurance, utilities, homeowners association dues and maintenance, and expenses associated with product marketing, promotions and brand-building. Sales, marketing and operations expense also includes any headcount expenses in support of sales, marketing, and real estate operations such as salaries, benefits, and stock-based compensation.

General and Administrative Expense

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

Technology and Development Expense

Technology and development expense consists primarily of employee-related expenses for product development, design, data analytics and engineering, including salaries, benefits and stock-based compensation, as well as contractor and consultant fees, third-party software and hosting costs, and amortization of internally developed software. We continue to focus our technology and development efforts on enhancing our pricing and valuation algorithms, improving transaction efficiency, and expanding the capabilities, product offerings and user experience of our digital home buying and selling platform.

Restructuring Expense

Restructuring expense consists primarily of severance and other termination benefits for employees whose roles have been eliminated, consulting fees, and expenses related to the termination of certain leases incurred during the restructuring process. See "*Part I – Item 1. Financial Statements – Notes to Condensed Consolidated Financial Statements – Note 16. Restructuring"* for additional information regarding restructuring expenses.

(Loss) gain on Extinguishment of Debt

(Loss) gain on extinguishment of debt consists primarily of gains or losses recognized in conjunction with the termination or partial debt extinguishment of debt facilities and convertible senior notes and the derecognition of associated unamortized deferred costs.

Interest Expense

Interest expense consists primarily of interest paid or payable and the amortization of debt discounts and debt issuance costs. Interest expense varies period over period, primarily due to fluctuations in our inventory volumes and changes in the floating benchmark interest rates ("Benchmark Rates"), based on the secured overnight financing rate ("SOFR"), plus an applicable margin, which impact the interest incurred on our asset-backed senior debt facilities (see "*— Liquidity and Capital Resources — Debt and Financing Arrangements*").

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

Other Income — Net

Other income — net consists primarily of interest income on our Cash and Restricted cash balances and from our investment in money market funds.

Income Tax Expense

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

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

Results of Operations

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

(in millions, except percentages)	Three Months Ended June 30, 2026	2025	Change in $	Change in %
Revenue	$ 883	$ 1,567	$ (684)	(44)%
Cost of revenue	797	1,439	(642)	(45)%
Gross profit	86	128	(42)	(33)%
Operating expenses:				
Sales, marketing and operations	65	86	(21)	(24)%
General and administrative	135	28	107	382 %
Technology and development	27	21	6	29 %
Restructuring	3	6	(3)	(50)%
Total operating expenses	230	141	89	63 %
Loss from operations	(144)	(13)	(131)	N/M
(Loss) gain on extinguishment of debt	—	10	(10)	N/M
Interest expense	(29)	(36)	7	(19)%
Other income-net	11	10	1	10 %
Loss before income taxes	(162)	(29)	(133)	459 %
Income tax expense	—	—	—	N/M
Net loss	$ (162)	$ (29)	$ (133)	459 %

N/M - Not meaningful.

(in millions, except percentages)	Six Months Ended June 30, 2026	2025	Change in $	Change in %
Revenue	$ 1,603	$ 2,720	$ (1,117)	(41)%
Cost of revenue	1,445	2,493	(1,048)	(42)%
Gross profit	158	227	(69)	(30)%
Operating expenses:				
Sales, marketing and operations	135	184	(49)	(27)%
General and administrative	272	61	211	346 %
Technology and development	51	42	9	21 %
Restructuring	3	9	(6)	(67)%
Total operating expenses	461	296	165	56 %
Loss from operations	(303)	(69)	(234)	339 %
(Loss) gain on extinguishment of debt	(1)	10	(11)	N/M
Interest expense	(52)	(69)	17	(25)%
Other income-net	21	14	7	50 %
Loss before income taxes	(335)	(114)	(221)	194 %
Income tax expense	—	—	—	N/M
Net loss	$ (335)	$ (114)	$ (221)	194 %

N/M - Not meaningful.

Revenue

Revenue decreased by $684 million, or 44%, for the three months ended June 30, 2026 compared to the three months ended June 30, 2025. The decrease in revenue was primarily attributable to lower sales volumes in the second quarter of 2026, which was driven by lower homes in inventory entering the quarter. We began the second quarter of 2026 with 3,420 homes in inventory, compared to 7,080 homes at the beginning of the second quarter of 2025. We sold 2,339 homes during the three months ended June 30, 2026, compared to 4,299 homes during the three months ended June 30, 2025, representing a decrease of 46%. Revenue per home sold increased 4% between the same periods.

Revenue decreased by $1.1 billion, or 41%, for the six months ended June 30, 2026 compared to the six months ended June 30, 2025. The decrease in revenue was primarily attributable to lower sales volumes in the first half of 2026, which was driven by lower homes in inventory entering the year. We began 2026 with 2,867 homes in inventory, compared to 6,417 homes at the beginning of 2025. We sold 4,260 homes during the six months ended June 30, 2026, compared to 7,245 homes during the six months ended June 30, 2025, representing a decrease of 41%. Revenue per home sold was flat between the same periods.

Cost of Revenue and Gross Profit

Cost of revenue decreased by $642 million, or 45%, for the three months ended June 30, 2026 compared to the three months ended June 30, 2025. The decrease in cost of revenue was primarily attributable to lower sales volumes and partially offset by a 2% increase in cost of revenue per home sold.

Cost of revenue decreased by $1.0 billion, or 42%, for the six months ended June 30, 2026 compared to the six months ended June 30, 2025. The decrease in cost of revenue was primarily attributable to lower sales volumes and a 1% decrease in cost of revenue per home sold.

Gross profit decreased from $128 million to $86 million and gross margin increased from 8.2% to 9.7% for the three months ended June 30, 2025 and June 30, 2026, respectively. For the same periods, Adjusted Gross Margin increased from 8.6% to 10.3% and Contribution Margin increased from 4.4% to 5.8%. The decrease in gross profit was attributable to lower sales volumes as discussed above. The increase in Gross Margin, Adjusted Gross Margin, and Contribution Margin was partially driven by a favorable mix of fresher inventory sold during the period, together with an increase in margin from adjacent services. As a reminder, Adjusted Gross Margin and Contribution Margin include inventory valuation adjustments recorded in prior periods on homes sold in the current period and exclude inventory valuation adjustments on homes remaining in inventory at the end of the period, which can create significant differences between these metrics and gross margin. Adjusted Gross Margin and Contribution Margin are non-GAAP financial measures. See "— *Non-GAAP Financial Measures*" for further details and a reconciliation of such non-GAAP measures to their nearest comparable GAAP measures.

Gross profit decreased from $227 million to $158 million and gross margin increased from 8.3% to 9.9% for the six months ended June 30, 2025 and June 30, 2026, respectively. For the same periods, Adjusted Gross Margin increased from 8.6% to 9.9% and Contribution Margin increased from 4.5% to 5.2%. The decrease in gross profit was attributable to lower sales volumes as discussed above. The increase in Gross Margin, Adjusted Gross Margin, and Contribution Margin is driven by an increase in adjacent services. Adjusted Gross Margin and Contribution Margin are non-GAAP financial measures. See "— *Non-GAAP Financial Measures*" for further details and a reconciliation of such non-GAAP measures to their nearest comparable GAAP measures.

Operating Expenses

Sales, Marketing and Operations. Sales, marketing and operations decreased by $21 million, or 24%, for the three months ended June 30, 2026 compared to the three months ended June 30, 2025. The decrease was primarily attributable to a $14 million decrease in Direct selling costs, consistent with lower sales volumes, a $3 million decrease in property holding costs due to a decrease in average homes in inventory, and a $2 million decrease in advertising expense, which decreased from $7 million for the three months ended June 30, 2025 to $5 million for the three months ended June 30, 2026.

Sales, marketing and operations decreased by $49 million, or 27%, for the six months ended June 30, 2026 compared to the six months ended June 30, 2025. The decrease was primarily attributable to a $20 million decrease in Direct selling costs, consistent with lower sales volumes, a $14 million decrease in property holding costs due to a decrease in average homes in inventory, a $7 million decrease in advertising expense, which decreased from $31 million for the six months ended June 30, 2025 to $24 million for the six months ended June 30, 2026, and a $6 million decrease in headcount expenses, including salaries and benefits as we streamlined our organization.

General and Administrative. General and administrative increased by $107 million, or 382%, for the three months ended June 30, 2026 compared to the three months ended June 30, 2025. The increase was primarily attributable to a $98 million increase in stock-based compensation expenses, including $95 million related to market condition restricted stock units granted to executives, and a $4 million expense related to the CEO make-whole provision.

General and administrative increased by $211 million, or 346%, for the six months ended June 30, 2026 compared to the six months ended June 30, 2025. The increase was primarily attributable to a $199 million increase in stock-based compensation expenses, including $194 million related to market condition restricted stock units granted to executives, and a $9 million expense related to the CEO make-whole provision.

Technology and Development. Technology and development increased by $6 million, or 29%, for the three months ended June 30, 2026 compared to the three months ended June 30, 2025. The increase was primarily attributable to a $10 million increase in stock-based compensation expenses, including $5 million related to market condition restricted stock units granted to executives, partially offset by a $6 million decrease in IDSW expenses due to increased capitalization and decreased amortization.

Technology and development increased by $9 million, or 21%, for the six months ended June 30, 2026 compared to the six months ended June 30, 2025. The increase was primarily attributable to a $15 million increase in stock-based compensation expenses, including $9 million related to market condition restricted stock units granted to executives, partially offset by a $6 million decrease in IDSW expenses due to increased capitalization and decreased amortization.

Restructuring. Restructuring decreased by $3 million for the three months ended June 30, 2026 compared to the three months ended June 30, 2025. For the three months ended June 30, 2026 and 2025, the Company incurred $3 million and $6 million, respectively, of restructuring expenses related to workforce reductions, associated consulting fees, and lease termination cost.

Restructuring decreased by $6 million, for the six months ended June 30, 2026 compared to the six months ended June 30, 2025. For the six months ended June 30, 2026 and 2025, the Company incurred $3 million and $9 million, respectively, of restructuring expenses related to workforce reductions, associated consulting fees, and lease termination costs.

(Loss) Gain on Extinguishment of Debt

(Loss) gain on extinguishment of debt decreased by $10 million, for the three months ended June 30, 2026 compared to the three months ended June 30, 2025. The gain on extinguishment of debt during the three months ended June 30, 2025 was primarily attributable to the $10 million gain recognized on the Company's partial extinguishment of its 2026 Notes.

(Loss) gain on extinguishment of debt decreased by $11 million, for the six months ended June 30, 2026 compared to the six months ended June 30, 2025. The gain on extinguishment of debt during the six months ended June 30, 2025 was primarily attributable to the $10 million gain recognized on the Company's partial extinguishment of its 2026 Notes.

Interest Expense

Interest expense decreased by $7 million, or 19%, for the three months ended June 30, 2026 compared to the three months ended June 30, 2025. The decrease was primarily attributable to lower average balances on our non-recourse asset-backed debt.

Interest expense decreased by $17 million, or 25%, for the six months ended June 30, 2026 compared to the six months ended June 30, 2025. The decrease was primarily attributable to lower average balances on our non-recourse asset-backed debt.

Other Income — Net

Other income — net increased by $1 million, or 10%, for the three months ended June 30, 2026 compared to the three months ended June 30, 2025.

Other income — net increased by $7 million, or 50%, for the six months ended June 30, 2026 compared to the six months ended June 30, 2025. The increase was primarily attributable to a $3 million increase in interest income due to an increase in average cash, cash equivalents and restricted cash balances and the non-recurrence of a $3 million expense related to changes in the fair value of marketable equity securities that was recognized in the six months ended June 30, 2025.

Income Tax Expense

Income tax expense changed by a nominal amount for the three and six months ended June 30, 2026 compared to the three and six months ended June 30, 2025.

Liquidity and Capital Resources

Overview

Our principal sources of liquidity have historically consisted of cash generated from our operations and from financing activities. As of June 30, 2026, we had cash and cash equivalents of $896 million and restricted cash of $66 million. The decrease in our cash and cash equivalents balance of $66 million as compared to December 31, 2025 resulted primarily from an increase in real estate inventory and operating losses. Restricted cash decreased $273 million as compared to December 31, 2025, primarily reflecting the deployment of cash to acquire real estate inventory, and improved inventory health, which allowed us to finance homes closer to the maximum advance rates available under our non-recourse asset-backed debt facilities.

As of June 30, 2026, the Company had total outstanding balances on our asset-backed debt of $1.8 billion and aggregate principal outstanding from convertible senior notes of $197 million. In addition, we had undrawn borrowing capacity of $5.7 billion under our non-recourse asset-backed debt facilities (as described further below), of which $25 million was committed.

As market conditions warrant, we may, from time to time, repurchase our outstanding debt securities in the open market, in privately negotiated transactions, by tender offer, by exchange transaction or otherwise. Such repurchases, if any, will be upon such terms and at such prices as we may determine, and will depend on prevailing market conditions, our liquidity and other factors and may be commenced or suspended at any time. The amounts involved and total consideration paid may be material.

As of June 30, 2026, the $135 million outstanding principal balance of the 2026 Notes and the $62 million outstanding principal balance of the 2030 Notes are classified as a current liability in the condensed consolidated balance sheet. The 2026 Notes mature on August 15, 2026. While the 2030 Notes mature on May 15, 2030, they become convertible during any calendar quarter if the last reported sale price of the Company's common stock exceeds 130% of the conversion price for at least 20 of the 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter. As of June 30, 2026, this condition was met and the 2030 Notes are convertible through September 30, 2026. See "*Part I – Item 1. Financial Statements – Notes to Condensed Consolidated Financial Statements – Note 5. Credit Facilities, Long-Term Debt, and Convertible Notes"* for additional conversion conditions.

On November 6, 2025, our board of directors declared a distribution of a dividend in the form of warrants to purchase shares of our common stock. On November 21, 2025, a total of 99,295,146 Warrants were issued and distributed to the holders of record of common stock and 2030 Notes as of the November 18, 2025 record date. The Warrants are initially exercisable only for cash at the applicable exercise price, subject to the Company's ability to permit net exercise as provided in the applicable warrant agreement. For additional details regarding the Warrant Dividend (as defined herein), see "*Part II – Item 8. Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – Note 11. Shareholders' Equity*" in our Annual Report on Form 10-K for the year ended December 31, 2025.

The table below summarizes the outstanding warrants as of June 30, 2026:

June 30, 2026	Trading Symbol	Exercise Price	Warrants Outstanding
Series K Warrants	OPENW	$ 9.00	33,093,123
Series A Warrants	OPENL	$ 13.00	33,097,431
Series Z Warrants	OPENZ	$ 17.00	33,097,536
Total			99,288,090

We have incurred losses from inception through June 30, 2026, with the exception of net income during the three months ended March 31, 2022 and three months ended June 30, 2023, and we expect to incur additional losses in the future. Our ability

to service our debt and fund working capital, business operations and capital expenditures will depend on our ability to generate cash from operating activities, which is subject to our future operating success, and ability to obtain inventory acquisition financing on reasonable terms, which is subject to factors beyond our control, including potential economic recession, rising interest rates, inflation and general economic, political and financial market conditions.

Our working capital requirements may increase should our inventory balance increase. We believe our cash and cash equivalents, together with cash we expect to generate from future operations and borrowings, will be sufficient to meet our working capital and capital expenditure requirements for a period of at least 12 months from the date of this Quarterly Report on Form 10-Q.

Debt and Financing Arrangements

Our financing activities include: short-term borrowings under our asset-backed senior revolving credit facilities; the issuance of long-term asset-backed senior term debt, asset-backed mezzanine term debt, convertible debt, and new issuances of equity. Historically, we have required access to external financing resources in order to fund growth, expansion and strategic initiatives, and we expect this to continue in the future. Our access to capital markets can be impacted by factors outside our control, including economic conditions.

We primarily use non-recourse asset-backed debt, consisting of asset-backed senior debt facilities and asset-backed mezzanine term debt facilities, to provide financing for our real estate inventory purchases and renovations. Our business is capital intensive and maintaining adequate liquidity and capital resources is needed as we continue to scale and accumulate additional inventory. We intend to actively manage our relationships with multiple financial institutions and seek to optimize duration, flexibility, efficiency and cost of funds, but there can be no assurance that we will be able to obtain sufficient capital for our business or to do so on acceptable financial and other terms.

Our asset-backed facilities are each collateralized by a specified pool of assets, consisting of real estate inventory, restricted cash and equity interests in certain consolidated subsidiaries of Opendoor that directly or indirectly own our real estate inventory. The terms of our inventory financing facilities require an Opendoor subsidiary to comply with customary financial covenants, such as maintaining certain levels of liquidity, tangible net worth or leverage (ratio of debt to tangible net worth). As of June 30, 2026, the Company was in compliance with all financial covenants.

Our property financing subsidiaries' assets and credit generally are not available to satisfy the debts and other obligations of any other Opendoor entities. Our asset-backed debt is non-recourse to Opendoor and our subsidiaries that are not party to the relevant financing arrangements, except for limited guarantees provided by an Opendoor subsidiary for certain obligations in situations involving "bad acts" by an Opendoor entity and certain other limited circumstances.

Our asset-backed senior debt facilities generally provide for advance rates of 75% to 90% against our cost basis in the underlying properties upon acquisition. Our mezzanine term facilities may finance up to 95% to 100% of our cost basis in the underlying properties upon acquisition. The maximum initial advance rates vary by facility and generally decrease on a fixed timeline that varies by facility based on the length of time a given property has been financed and other facility-specific adjustments, including adjustments based on collateral performance.

We would be required to keep amounts in restricted cash accounts to collateralize our asset-backed term debt facilities if the property borrowing base is insufficient to satisfy the borrowing base requirements or if the value of the assets of a certain Opendoor subsidiary declines below certain levels. If these events occur, we may utilize other available credit facilities for our cash needs, potentially at higher interest rates. The amounts required to be kept in restricted cash accounts may fluctuate due to seasonality, timing of property acquisitions and resales, and the outstanding loan balances under our asset-backed term debt facilities.

The following table summarizes certain details related to our non-recourse asset-backed debt as of June 30, 2026 (in millions, except interest rates):

June 30, 2026	Borrowing Capacity	Outstanding Amount		Weighted Average Interest Rate	End of Revolving / Withdrawal Period	Final Maturity Date
		Current	Non-Current			
Non-Recourse Asset-backed Debt:						
Asset-backed Senior Revolving Credit Facilities						
Revolving Facility 2018-2	$ 1,000	$ —	$ —	— %	June 25, 2027	June 25, 2027
Revolving Facility 2018-3	750	275	—	6.56 %	December 11, 2028	December 11, 2028
Revolving Facility 2019-1	300	—	—	— %	February 18, 2027	February 18, 2027
Revolving Facility 2019-2	450	291	—	6.50 %	October 2, 2026	October 1, 2027
Revolving Facility 2019-3	300	125	—	6.58 %	April 5, 2028	April 4, 2029
Asset-backed Senior Term Debt Facilities						
Term Debt Facility 2021-S1	400	—	100	6.41 %	February 24, 2027	August 24, 2027
Term Debt Facility 2021-S3	1,000	—	625	3.75 %	January 31, 2027	July 31, 2027
Total	$ 4,200	$ 691	$ 725			
Issuance Costs		—	(2)			
Carrying Value		$ 691	$ 723			
Asset-backed Mezzanine Term Debt Facilities						
Term Debt Facility 2020-M1	3,000	—	200	12.50 %	February 25, 2028	February 25, 2029
Term Debt Facility 2022-M1	250	—	150	12.50 %	January 31, 2027	November 1, 2027
Total	$ 3,250	$ —	$ 350			
Issuance Costs			(2)			
Carrying Value			$ 348			
Total Non-Recourse Asset-backed Debt	$ 7,450	$ 691	$ 1,071			

Asset-backed Senior Revolving Credit Facilities

We classify the senior revolving credit facilities as current liabilities on our condensed consolidated balance sheets. In some cases, the borrowing capacity amounts under the asset-backed senior revolving credit facilities as reflected in the table are not fully committed and any borrowings above the committed amounts are subject to the applicable lender's discretion. As of June 30, 2026, we had committed borrowing capacity with respect to asset-backed senior revolving credit facilities of $400 million.

The revolving period end dates and final maturity dates reflected in the table above are inclusive of any extensions that are at the sole discretion of the Company. Certain of our asset-backed senior revolving credit facilities may also have additional extension options that are subject to lender approval that are not reflected in the table above.

Asset-backed Senior Term Debt Facilities

We classify our senior term debt facilities as current or non-current liabilities in our condensed consolidated balance sheets based on the applicable final maturity date. The carrying value of the non-current liabilities is reduced by issuance costs of $2 million. In some cases, the borrowing capacity amounts under the asset-backed senior term debt facilities as reflected in the table are not fully committed and any borrowings above the committed amounts are subject to the applicable lender's discretion. As of June 30, 2026, we had committed borrowing capacity with respect to asset-backed senior term debt facilities of $725 million.

The withdrawal period end dates and final maturity dates reflected in the table above are inclusive of any extensions that are at the sole discretion of the Company. Certain of our asset-backed senior term debt facilities may also have additional extension options that are subject to lender approval that are not reflected in the table above.

Asset-backed Mezzanine Term Debt Facilities

In addition to the asset-backed senior revolving credit facilities and asset-backed senior term debt facilities, we have issued asset-backed mezzanine term debt facilities which are subordinated to the related senior facilities. The borrowing capacity amounts under the asset-backed mezzanine term debt facilities as reflected in the table are not fully committed and any borrowing above the committed amounts are subject to the applicable lender's discretion. As of June 30, 2026, we had committed borrowing capacity with respect to asset-backed mezzanine term debt facilities of $350 million.

Convertible Senior Notes

In August 2021, we issued the 2026 Notes and in May 2025, we issued the 2030 Notes. The table below summarizes certain details related to our Convertible Senior Notes (in millions), as of June 30, 2026:

June 30, 2026	Remaining Aggregate Principal Amount	Unamortized Debt Discount and Issuance Costs	Net Carrying Amount
2026 Notes	$ 135	$ —	$ 135
2030 Notes	62	(3)	59
Total Convertible Senior Notes	$ 197	$ (3)	$ 194

See "*Part I – Item 1. Financial Statements – Notes to Condensed Consolidated Financial Statements – Note 5. Credit Facilities, Long-Term Debt, and Convertible Notes*" for additional information regarding our debt and financing arrangements.

Special Purpose Entities

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

The following table summarizes the assets and liabilities related to the VIEs consolidated by the Company as well as the assets, liabilities and equity related to Opendoor Technologies Inc. (Parent Company Only) ("Parent Company") and subsidiaries that are not VIEs, as of June 30, 2026 (in millions):

		VIE	Non-VIE	Total
CURRENT ASSETS:				
Cash and cash equivalents		$ —	$ 896	$ 896
Restricted cash		61	5	66
Escrow receivable		13	—	13
Real estate inventory		1,862	3	1,865
Inventory valuation adjustment		(20)	—	(20)
Real estate inventory, net		1,842	3	1,845
Other current assets		6	24	30
Total current assets		1,922	928	2,850
OTHER ASSETS	(1)	—	111	111
TOTAL ASSETS		$ 1,922	$ 1,039	$ 2,961
CURRENT LIABILITIES:				
Current asset-backed senior revolving credit		$ 691	$ —	$ 691
Convertible senior notes – current portion		—	194	194
Other current liabilities	(2)	32	51	83
Total current liabilities		723	245	968
Non-current asset-backed mezzanine term debt		348	—	348
Non-current asset-backed senior term debt		723	—	723
LEASE LIABILITIES – Net of current portion		—	6	6
OTHER LIABILITIES		—	2	2
TOTAL LIABILITIES		$ 1,794	$ 253	$ 2,047
SHAREHOLDERS' EQUITY:		$ 128	$ 786	$ 914

(1) The Company's consolidated Other Assets include the following assets as shown in the condensed consolidated balance sheets: Property and Equipment - Net, $24 million; Right of Use Assets, $10 million; Goodwill, $3 million; and Other Assets, $74 million.

(2) The Company's consolidated Other Current Liabilities include the following liabilities as shown in the condensed consolidated balance sheets: Accounts Payable and Other Accrued Liabilities, $78 million; Interest Payable, $3 million; and Lease Liabilities – Current, $2 million.

Cash Flows

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

	Six Months Ended June 30,	
(in millions)	**2026**	**2025**
Net cash (used in) provided by operating activities	$ (964)	$ 544
Net cash (used in) provided by investing activities	$ (14)	$ —
Net cash provided by (used in) financing activities	$ 639	$ (122)
Net (decrease) increase in cash, cash equivalents, and restricted cash	$ (339)	$ 422

Net Cash (Used in) Provided by Operating Activities

Net cash (used in) provided by operating activities was $(964) million and $544 million for the six months ended June 30, 2026 and 2025, respectively. For the six months ended June 30, 2026, cash used in operating activities was primarily driven by the $932 million increase in real estate inventory and our net loss, net of non-cash items, of $50 million. For the six months ended June 30, 2025, cash provided by operating activities was primarily driven by a $593 million decrease in real estate inventory, partially offset by our net loss, net of non-cash items, of $33 million.

Net Cash (Used in) Provided by Investing Activities

Net cash (used in) provided by investing activities was $(14) million and $— million for the six months ended June 30, 2026 and 2025, respectively. For the six months ended June 30, 2026, cash used in investing activities consisted of a $9 million increase in property and equipment primarily related to IDSW capitalization and a $5 million increase in non-marketable equity securities. For the six months ended June 30, 2025, cash provided by investing activities primarily consisted of a decrease in marketable securities of $6 million, offset by a $6 million increase in property and equipment primarily related to IDSW capitalization.

Net Cash Provided by (Used in) Financing Activities

Net cash provided by (used in) financing activities was $639 million and $(122) million for the six months ended June 30, 2026 and 2025, respectively. For the six months ended June 30, 2026, cash provided by financing activities was primarily attributable to $638 million net proceeds from non-recourse asset-backed debt. For the six months ended June 30, 2025, cash used in financing activities was primarily attributable to $182 million net principal payments on non-recourse asset-backed debt, partially offset by $75 million of proceeds from the issuance of convertible senior notes, net of discount.

Contractual Obligations and Commitments

Contractual obligations are cash amounts that we are obligated to pay as part of certain contracts that we have entered into during the normal course of business. There have been no material changes outside the ordinary course of business in our

commitments under contractual obligations as previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2025. Below is a table that shows our material contractual obligations as of June 30, 2026:

	Payment Due by Year				
(in millions)	Total	Less than 1 year	1 – 3 years	4 – 5 years	More than 5 years
Senior revolving credit facilities[1]	$ 702	$ 702	$ —	$ —	$ —
Senior and mezzanine term debt facilities[2]	1,200	74	1,126	—	—
Convertible senior notes[3]	201	201	—	—	—
Operating leases[4]	11	2	5	4	—
Purchase commitments[5]	736	736	—	—	—
Total	$ 2,850	$ 1,715	$ 1,131	$ 4	$ —

(1) Represents the principal amounts outstanding as of June 30, 2026. Includes estimated interest payments, calculated using the variable rate in existence at period end over an assumed holding period of 90 days. Borrowings under the senior revolving credit facilities are payable as the related inventory is sold. The payment is expected to be within one year of June 30, 2026.

(2) Represents the principal amounts outstanding as of June 30, 2026 and estimated interest payments assuming the principal balances remain outstanding until maturity. The final maturity dates of the senior and mezzanine term debt facilities vary, as discussed above.

(3) Represents the principal amounts outstanding and interest payments for the 2026 Notes through maturity and the principal amounts outstanding for the 2030 Notes assuming conversion within one year (noteholders may convert through September 30, 2026). The 2030 Notes mature on May 15, 2030, assuming no conversions, total future cash outflows would be as follows:

	Payment Due by Year				
(in millions)	Total	Less than 1 year	1 – 3 years	4 – 5 years	More than 5 years
Convertible senior notes	$ 214	$ 139	$ 9	$ 66	$ —

(4) Represents future payments for long-term operating leases that have commenced, or have been executed but not yet commenced, as of June 30, 2026.

(5) As of June 30, 2026, we were under contract to purchase 2,310 homes for an aggregate purchase price of $736 million.

Critical Accounting Policies and Estimates

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

We consider an accounting judgment, estimate or assumption to be critical when (1) the estimate or assumption is complex in nature or requires a high degree of judgment and (2) the use of different judgments, estimates and assumptions could have a material impact on the condensed consolidated financial statements. Based on this definition, critical accounting policies and estimates are discussed in "*Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Estimates*" in the Annual Report on Form 10-K for the year ended December 31, 2025. There have been no significant changes to these critical accounting estimates during the first six months of 2026. In addition, we have other key accounting policies and estimates that are described in "*Part I – Item 1. Financial Statements – Notes to Condensed Consolidated Financial Statements – Note 1. Description of Business and Accounting Policies*" in this Quarterly Report on Form 10-Q.

Recent Accounting Pronouncements

For information on recent accounting standards, see "*Part I – Item 1. Financial Statements – Notes to Condensed Consolidated Financial Statements – Note 1. Description of Business and Accounting Policies*".

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

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

Interest Rate Risk

We are subject to market risk by way of changes in interest rates on borrowings under our inventory financing facilities. As of June 30, 2026, we had total outstanding balances on our asset-backed debt of $1.8 billion, 55% of which was based on a fixed rate with an average duration of 1.4 years and the remaining 45% was based on a floating rate. Total property financing interest expense for the six months ended June 30, 2026 was $43 million, of which $34 million was fixed and $9 million was floating. Accordingly, fluctuations in market interest rates may increase or decrease our interest expense. We may use interest rate cap derivatives, interest rate swaps or other interest rate hedging instruments to economically hedge and manage interest rate risk with respect to our variable floating rate debt. Many of our floating rate debt facilities also have benchmark rate floors. See "*Part I – Item 1. Financial Statements – Notes to Condensed Consolidated Financial Statements – Note 5. Credit Facilities, Long-Term Debt, and Convertible Notes*" for additional information regarding our inventory financing facilities and fixed and floating interest rates. Assuming no change in the outstanding borrowings on our credit facilities, we estimate that a one percentage point increase in applicable benchmark rates would increase our annual interest expense by approximately $8 million as of June 30, 2026.

Inflation Risk

We believe the inflation experienced in recent years has impacted the cost of goods and services that we consume, such as labor and materials costs for home repairs. Moreover, despite certain legal challenges, the current U.S. presidential administration has implemented tariffs on imports from a number of countries, and has proposed or announced tariffs on goods from numerous additional countries and other trade policies intended to restrict imports, which may further increase the cost and the scarcity of materials used for home repairs. Inflationary pressures may additionally be compounded by elevated transportation costs linked to the geopolitical environment arising from events in the Middle East. We endeavor to offset these impacts in our business by appropriately considering them in our pricing and operational models. However, if our costs were to become subject to significant incremental inflationary pressure, we may not be able to fully offset such higher costs by adjusting our operational model or our pricing methodology. Our inability to do so could harm our business, results of operations, and financial condition.

In response to persistent inflationary pressures in the U.S., the Federal Reserve implemented a number of increases to the federal funds rate in 2022 and 2023. Despite the Federal Reserve's rate reductions in 2024 and 2025, the federal funds rate remains elevated compared to recent historical levels. Higher interest rates contribute to increased mortgage rates, which reduce home affordability and can lead to lower transaction volumes, extended holding periods, and increased holding and financing costs for our owned inventory. See "*Part I – Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations – Current Housing Environment*" for a further discussion of the impact of the elevated federal funds rate on our business.

Item 4. Controls and Procedures.

Inherent Limitations on Effectiveness of Controls

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on the evaluation, our Chief Executive

Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective at the reasonable assurance level as of June 30, 2026.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting in connection with the evaluation required by Rules 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the quarter ended June 30, 2026 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

The information required by this Item 1 is incorporated herein by reference to the discussion in "*Part I – Item 1. Financial Statements – Notes to Condensed Consolidated Financial Statements – Note 15. Commitments and Contingencies – Legal Matters*."

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

Item 1A. Risk Factors.

In the course of conducting our business operations, we are exposed to a variety of risks. You should carefully consider the risks described below, as applicable, the risks described in "*Part I – Item 1A. Risk Factors*," in our Annual Report on Form 10-K for the year ended December 31, 2025 (the "Annual Report") as well as the other information in this Quarterly Report on Form 10-Q, including our financial statements and related notes and "*Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations*," before deciding whether to invest in our common stock. Any of the risk factors we described in "*Part I – Item 1A. Risk Factors*," in our Annual Report or in subsequent periodic reports, have affected or could materially and adversely affect our business, financial condition, results of operations, and prospects. The market price of shares of our common stock could decline, possibly significantly or permanently, if one or more of these risks and uncertainties occurs. Certain statements in "Risk Factors" are forward-looking statements. See "Forward-Looking Statements."

There have been no material changes to our risk factors since the Annual Report.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

(a) None.

(b) None.

(c) During the three months ended June 30, 2026, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits.

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

Exhibit No.	Description	Form	File No.	Exhibit	Filing Date	Filed Herewith
3.1	Certificate of Incorporation of Opendoor Technologies Inc.	8-K	001-39253	3.1	12/18/2020	
3.2	Amended and Restated Bylaws of Opendoor Technologies Inc.	8-K	001-39253	3.1	01/24/2023	
4.1	Specimen Common Stock Certificate of Opendoor Technologies Inc.	S-4/A	333-249302	4.5	11/06/2020	
4.2	Warrant Agreement, dated July 28, 2022, between Opendoor Technologies Inc. and Zillow, Inc.	8-K	001-39253	99.2	08/05/2022	
4.3	Warrant Agreement (including Form of Warrant), dated November 21, 2025, by and between the Company and Equiniti Trust Company, LLC, as Warrant Agent.	8-K	001-39253	4.1	11/21/2025	
4.4	Indenture, dated as of May 16, 2025, between Opendoor Technologies Inc. and U.S. Bank Trust Company, National Association as Trustee.	8-K	001-39253	4.1	05/19/2025	
4.5	Form of 7.000% Convertible Senior Notes due 2030.	8-K	001-39253	Exhibit A to 4.1	05/19/2025	
10.1#	Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Agreement (Non-Employee Director) under 2020 Incentive Award Plan					*
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					*
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					*
32.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					**
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data file because its XBRL tags are embedded within the Inline XBRL document					*
101.SCH	Inline XBRL Taxonomy Extension Schema Document					*
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					*
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document					*
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document					*
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document					*
104	Cover Page Interactive Data File (as formatted as Inline XBRL and contained in Exhibit 101)					*

* Filed herewith.

** Furnished herewith.

# Indicates management contract or compensatory plan.

OPENDOOR TECHNOLOGIES INC.

SIGNATURES

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

OPENDOOR TECHNOLOGIES INC.

Date: August 04, 2026

By: /s/ Kaz Nejatian

Name: Kaz Nejatian
Title: *Chief Executive Officer*
(Principal Executive Officer)

Date: August 04, 2026

By: /s/ Christy Schwartz

Name: Christy Schwartz
Title: *Chief Financial Officer*
(Principal Financial and Accounting Officer)