

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

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

Clover Health Investments, Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

98-1515192
(I.R.S. Employer
Identification No.)

**3401 Mallory Lane, Suite 210
Franklin, Tennessee 37067**
(Address of Principal Executive Offices) (Zip Code)

**Clover Health Investments, Corp. 2020 Equity Incentive Plan
Clover Health Investments, Corp. 2020 Employee Stock Purchase Plan**
(Full title of the plans)

Vivek Garipalli
Chief Executive Officer
Clover Health Investments, Corp.
3401 Mallory Lane, Suite 210
Franklin, Tennessee 37067
(201) 432-2133

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

William L. Hughes, Esq.
Niki Fang, Esq.
Jason Flaherty, Esq.
Orrick, Herrington & Sutcliffe LLP
405 Howard Street
San Francisco, CA 94105
(415) 773-5700

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

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

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

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, the Registrant is filing this Registration Statement with the Securities and Exchange Commission (the "Commission") to register 1,242,871 additional shares of Class A common stock under the 2020 Equity Incentive Plan of Clover Health Investments, Corp. (the "Company") and 3,526,456 additional shares of Class A common stock under the Company's 2020 Employee Stock Purchase Plan pursuant to the provisions of those plans providing for an automatic increase in the number of shares reserved for issuance under such plans. This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statement on [Form S-8](#) filed with the Commission on April 1, 2021 (Registration No. 333-254947).

Item 8. Exhibits.

The following exhibits are filed herewith:

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
5.1	Opinion of Orrick, Herrington & Sutcliffe LLP					X
23.1	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1)					X
23.2	Consent of Independent Registered Public Accounting Firm					X
24.1	Power of Attorney (included on the signature page of this Registration Statement)					X
99.1	Clover Health Investments, Corp. 2020 Equity Incentive Plan	8-K	001-39252	10.4	1/12/21	
99.2	Clover Health Investments, Corp. 2020 Employee Stock Purchase Plan	8-K	001-39252	10.5	1/12/21	
107	Filing Fee Table					X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Franklin, State of Tennessee, on March 9, 2022.

Clover Health Investments, Corp.

By: /s/ Vivek Garipalli
Name: Vivek Garipalli
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Vivek Garipalli, as his or her true and lawful attorney-in-fact and agent with the full power of substitution, for him or her, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments to this Registration Statement on Form S-8), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated:

SIGNATURE	TITLE	DATE
<u>/s/ Vivek Garipalli</u> Vivek Garipalli	Chief Executive Officer and Chairman of the Board (<i>Principal Executive Officer</i>)	March 9, 2022
<u>/s/ Andrew Toy</u> Andrew Toy	President and Director	March 9, 2022
<u>/s/ Mark C. Herbers</u> Mark C. Herbers	Interim Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	March 9, 2022
<u>/s/ Chelsea Clinton</u> Chelsea Clinton	Director	March 9, 2022
<u>/s/ Demetrios L. Kouzoukas</u> Demetrios L. Kouzoukas	Director	March 9, 2022
<u>/s/ Lee A. Shapiro</u> Lee A. Shapiro	Director	March 9, 2022
<u>/s/ Nathaniel S. Turner</u> Nathaniel S. Turner	Director	March 9, 2022
<u>/s/ William G. Robinson, Jr.</u> William G. Robinson, Jr.	Director	March 9, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)Clover Health Investments, Corp.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, \$0.0001 par value per share						
	– Reserved for future issuance under the Clover Health Investments, Corp. 2020 Equity Incentive Plan	Rule 457(c) and Rule 457(h)	1,242,871 ⁽²⁾	\$2.28 ⁽³⁾	\$2,833,746	\$92.70	\$263
	– Reserved for future issuance under the Clover Health Investments, Corp. 2020 Employee Stock Purchase Plan	Rule 457(c) and Rule 457(h)	3,526,456 ⁽⁴⁾	\$1.94 ⁽⁵⁾	\$6,841,325	\$92.70	\$635
Total Offering Amounts						\$9,675,071	\$898
Total Fee Offsets							\$0
Net Fee Due							\$898



Orrick, Herrington & Sutcliffe LLP
THE ORRICK BUILDING
405 HOWARD STREET
San Francisco, CA 94105-2669

orrick.com

March 9, 2022

Clover Health Investments, Corp.
3401 Mallory Lane, Suite 210
Franklin, Tennessee 37067

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Clover Health Investments, Corp., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act") relating to the registration of (i) 1,242,871 shares of the Company's Class A Common Stock ("2020 Plan Shares"), par value \$0.0001 per share, reserved for issuance pursuant to the Clover Health Investments, Corp. 2020 Equity Incentive Plan (the "2020 Plan"), and (ii) 3,526,456 shares of the Company's Class A Common Stock (collectively with the 2020 Plan Shares, the "Plan Shares") reserved for issuance pursuant to the Clover Health Investments, Corp. 2020 Employee Stock Purchase Plan (the "ESPP" and together with the 2020 Plan, the "Plans"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Plan Shares to be issued under the Plans, as applicable.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Amended and Restated Certificate of Incorporation of the Company, as amended, (ii) the Amended and Restated Bylaws of the Company, (iii) the Registration Statement, (iv) the Plans, and (v) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary or appropriate as a basis for the opinion set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of documents executed or to be executed, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

Based on the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Plan Shares to be issued pursuant to the terms of the Plans have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Plans, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the corporate laws of the State of Delaware and the federal laws of the United States of America, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdictions.



March 9, 2022
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We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ ORRICK, HERRINGTON & SUTCLIFFE LLP

ORRICK, HERRINGTON & SUTCLIFFE LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2020 Equity Incentive Plan and 2020 Employee Stock Purchase Plan of Clover Health Investments, Corp. of our reports dated February 28, 2022, with respect to the consolidated financial statements of Clover Health Investments, Corp. and the effectiveness of internal control over financial reporting of Clover Health Investments, Corp. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York

March 9, 2022