

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person <sup>†</sup> <u>GREENOAKS CAPITAL PARTNERS LLC</u> _____ (Last) (First) (Middle) 535 PACIFIC AVENUE 4TH FLOOR _____ (Street) SAN FRANCISCO CA 94133 _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>CLOVER HEALTH INVESTMENTS, CORP.</u> <u>/DE [ CLOV ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks		
			3. Date of Earliest Transaction (Month/Day/Year) 11/22/2021					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class B Common Stock	(1)	11/22/2021		J <sup>(1)</sup>			24,333,120 <sup>(1)</sup>	(1)	(1)	Class A Common Stock	24,333,120	(1)	25,754,556	I	See footnote <sup>(2)</sup>

1. Name and Address of Reporting Person<sup>†</sup>  
GREENOAKS CAPITAL PARTNERS LLC  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 535 PACIFIC AVENUE  
 4TH FLOOR  
 \_\_\_\_\_  
 (Street)  
 SAN FRANCISCO CA 94133  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person<sup>†</sup>  
MEHTA NEIL  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 535 PACIFIC AVENUE  
 4TH FLOOR  
 \_\_\_\_\_  
 (Street)  
 SAN FRANCISCO CA 94133  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person<sup>†</sup>  
PERETZ BENJAMIN  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 535 PACIFIC AVENUE  
 4TH FLOOR  
 \_\_\_\_\_  
 (Street)  
 SAN FRANCISCO CA 94133  
 \_\_\_\_\_  
 (City) (State) (Zip)

**Explanation of Responses:**

1. This transaction represents a pro-rata in-kind distribution by certain funds and accounts to which Greenoaks Capital Partners LLC ("Greenoaks Capital") serves as the investment adviser. All shares of Class B Common Stock will automatically convert into shares of Class A Common Stock upon the occurrence of certain events, including upon a transfer, other than certain permitted transfers, as set forth in the Issuer's certificate of incorporation, which is filed as Exhibit 3.1 to the Issuer's Current Report on Form 8-K filed by the Issuer with the Securities and Exchange Commission on January 12, 2021. Accordingly, such shares automatically

converted in connection with the receipt of such distribution by the distributees. Subject to such automatic conversion provisions, the shares of Class B Common Stock have no expiration date. Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock.

2. The securities reported herein are held by certain funds and accounts to which Greenoaks Capital serves as the investment adviser and related persons or entities. Neil Mehta and Benjamin Peretz serve as Managing Directors of Greenoaks Capital.

**Remarks:**

Each Reporting Person disclaims beneficial ownership in the securities reported herein except to the extent of its or his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Greenoaks Capital Partners LLC,

By: /s/ Neil Mehta, Managing      11/24/2021  
Director

/s/ Neil Mehta      11/24/2021

/s/ Benjamin Peretz      11/24/2021

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**