

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Wai Conrad</u>  (Last) (First) (Middle) <u>C/O CLOVER HEALTH INVESTMENTS, CORP.</u> <u>3401 MALLORY LANE, SUITE 210</u>  (Street) <u>FRANKLIN TN 37067</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CLOVER HEALTH INVESTMENTS, CORP. /DE [ CLOV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/13/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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			
Class A Common Stock	09/13/2024		A		189,934 <sup>(1)</sup>	A	\$0	3,043,529	D	
Class A Common Stock	09/13/2024		F		93,180 <sup>(2)</sup>	D	\$2.99	2,950,349	D	
Class A Common Stock	09/14/2024		F		98,217 <sup>(3)</sup>	D	\$2.99	2,852,132	D	

**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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents restricted stock units ("RSUs"), each representing a right to a share of Class A Common Stock, earned in connection with the determination of the level of performance achievement in satisfaction of vesting conditions underlying a performance-based restricted share unit grant awarded on October 31, 2023. One-half of the number of earned restricted stock units vested and were settled on September 13, 2024, and the remaining one-half of the restricted stock units will vest on October 31, 2025, subject to the Reporting Person's continued employment on such vesting date.
- Represents shares of Class A Common Stock that were automatically withheld to cover tax obligations due to the vesting of 1/2 of the number of earned performance-based restricted stock units, as described above.
- Represents shares of Class A Common Stock that were automatically withheld to cover tax obligations due to the vesting on September 14, 2024, of 6.25% of the restricted stock units ("RSUs") granted to the Reporting Person on March 14, 2022. The remaining RSUs will vest in equal quarterly installments, with the final vesting occurring on March 14, 2026, in each case subject to the continued service of the Reporting Person on each such vesting date.

**Remarks:**

/s/ Peter J. Rivas as attorney- 09/17/2024  
in-fact for Conrad Wai

\*\* 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.