

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

FORM S-1
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)

6324
 (Primary Standard Industrial
 Classification Code Number)

98-1515192
 (I.R.S. Employer
 Identification Number)

3401 Mallory Lane, Suite 210
Franklin, Tennessee 37067
 (Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Vivek Garipalli
Chief Executive Officer
3401 Mallory Lane, Suite 210
Franklin, Tennessee 37067
Telephone: (201) 432-2133
 (Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Stephen Thau, Esq.
William L. Hughes, Esq.
Niki Fang, Esq.
Orrick, Herrington & Sutcliffe LLP
The Orrick Building
405 Howard Street
San Francisco, California 94105
Tel: (415) 773-5700

Gia Lee, Esq.
General Counsel and Secretary
Clover Health Investments, Corp.
3401 Mallory Lane, Suite 210
Franklin, Tennessee 37067
(201) 432-2133

Brian J. Cuneo, Esq.
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
(650) 328-4600

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-261078)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee
Class A common stock, par value \$0.0001 per share	\$56,809,995	\$5,266

(1) The registration fee is calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act"), based on the proposed maximum aggregate offering price. The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$288,190,000 on a Registration Statement on Form S-1, as amended (File No. 333-261078), which was declared effective by the Securities and Exchange Commission on November 17, 2021. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$56,809,995 is hereby registered, which includes the additional shares issuable upon the exercise of the underwriters' option to purchase additional shares.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Clover Health Investments, Corp. (the “**Registrant**”) is filing this Registration Statement on Form S-1 (this “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”). This Registration Statement relates to the public offering of securities contemplated by the [Registration Statement on Form S-1 \(File No. 333-261078\)](#) (the “**Prior Registration Statement**”), which the Registrant filed with the Commission on November 15, 2021, and which the Commission declared effective on November 17, 2021.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate offering price of shares of Class A common stock to be offered by the Registrant in the public offering by \$56,809,995, which includes additional shares that the underwriters have the option to purchase. The additional shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on the Exhibit Index below and filed herewith.

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits.

Exhibit No.	Exhibit title	Form	Incorporated by reference			Filed or furnished herewith
			File No.	Exhibit No.	Filing date	
5.1	Opinion of Orrick Herrington & Sutcliffe LLP					X
23.1	Consent of Ernst & Young LLP					X
23.2	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1)					X
24.1	Power of Attorney	S-1	333-261078	24.1	11/15/21	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 November 17, 2021.

CLOVER HEALTH INVESTMENTS, CORP.

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

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

Signature	Title	Date
<u>/s/ Vivek Garipalli</u> Vivek Garipalli	Chief Executive Officer and Director (Principal Executive Officer)	November 17, 2021
<u>/s/ Mark C. Herbers</u> Mark C. Herbers	Interim Chief Financial Officer (Principal Financial and Accounting Officer)	November 17, 2021
<u>*</u> Andrew Toy	President, Chief Technology Officer and Director	November 17, 2021
<u>*</u> Chelsea Clinton	Director	November 17, 2021
<u>*</u> Demetrios Kouzoukas	Director	November 17, 2021
<u>*</u> William G. Robinson, Jr.	Director	November 17, 2021
<u>*</u> Lee A. Shapiro	Director	November 17, 2021
<u>*</u> Nathaniel S. Turner	Director	November 17, 2021

*By: /s/ Vivek Garipalli
Vivek Garipalli
Chief Executive Officer



Orrick, Herrington & Sutcliffe LLP
The Orrick Building
405 Howard Street
San Francisco, CA 94105-2669
+1-415-773-5700
orrick.com

November 17, 2021

Clover Health Investments, Corp.
5401 Mallory Lane, Suite 210
Franklin, Tennessee 37067

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We are acting as counsel for Clover Health Investments, Corp., a Delaware corporation (the "Company"), in connection with the registration statement on Form S-1 (No. 333-261078) filed by the Company with the Securities and Exchange Commission (the "Commission") on November 15, 2021 (the "Initial Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), and a registration statement on Form S-1 related thereto filed pursuant to Rule 462(b) promulgated under the Securities Act (the "462(b) Registration Statement" and, together with the Initial Registration Statement, the "Registration Statements"). The Registration Statements relate to the registration of 52,173,913 shares of Class A common stock of the Company (the "Firm Shares"), par value \$0.0001 per share, and 7,826,086 shares of Class A common stock of the Company, par value \$0.0001 per share, which may be purchased by the underwriters pursuant to an option to purchase additional shares (the "Optional Shares" and together with the Firm Shares, the "Shares"). We understand that the Shares are to be sold to the underwriters for resale to the public as described in the Initial Registration Statement and pursuant to an underwriting agreement, substantially in the form filed as exhibit to the Initial Registration Statement, to be entered into by and among the Company and the underwriters (the "Underwriting Agreement").

In connection with rendering the opinion set forth below, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of instruments, documents, and records which we deemed relevant and necessary for the purpose of rendering our opinion set forth below. In such examination, we have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures, (b) the conformity to the originals of all documents submitted to us as copies, (c) the representations of officers and employees are correct as to questions of fact, (d) the Registration Statements have been declared effective or will become effective upon filing, as applicable, pursuant to the Securities Act and (e) a pricing committee of the board of directors will have taken action necessary to set the sale price of the Shares.

Our opinion herein is limited to the General Corporation Law of the State of Delaware.

Based upon the foregoing, we are of the opinion that the Shares to be issued and sold by the Company have been duly authorized and, when such Shares are issued and paid for in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement, and we further consent to the use of our name under the caption "Legal Matters" in the Initial Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within 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, nor do we thereby admit that we are "experts" within the meaning of such term as used in the Securities Act with respect to any part of the Registration Statements, including this opinion letter as an exhibit or otherwise.

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 on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated March 31, 2021, except for the effects of the reverse recapitalization described in Note 3 and subsequent events described in Note 26, as to which the date is June 9, 2021, with respect to the consolidated financial statements of Clover Health Investments, Corp. in the Form S-1 Registration Statement (Form S-1 No. 333-261078) and related Prospectus of Clover Health Investments, Corp. for the registration of its Class A Common Stock.

/s/ Ernst & Young LLP

New York, New York

November 17, 2021