

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 25, 2021**

**CLOVER HEALTH INVESTMENTS, CORP.**

(Exact name of Registrant as Specified in Its Charter)

<b>Delaware</b> (State or Other Jurisdiction of Incorporation)	<b>001-39252</b> (Commission File Number)	<b>98-1515192</b> (IRS Employer Identification No.)
<b>725 Cool Springs Boulevard, Suite 320</b> <b>Franklin, Tennessee</b> (Address of Principal Executive Offices)		<b>37607</b> (Zip Code)

**Registrant's Telephone Number, Including Area Code: (201) 432-2133**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.0001 per share	CLOV	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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.

**Item 8.01 Other Events.**

On August 25, 2021, Clover Health Investments, Corp. (the “Company”) issued a press release announcing that it had changed the previously announced redemption date of August 23, 2021, to a new redemption date of September 9, 2021, in connection with the redemption of its outstanding public warrants that were issued under the Warrant Agreement, dated as of April 21, 2020, by and between the Company (f/k/a Social Capital Hedosophia Holdings Corp. III) and Continental Stock Transfer & Trust Company, as warrant agent, as part of the units sold in the Company’s initial public offering. To date, over 90% of the outstanding public warrants have been exercised. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Neither this Current Report on Form 8-K nor the press release attached hereto as Exhibit 99.1 shall constitute an offer to sell or the solicitation of an offer to buy any of the Company’s securities, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

**Item 9.01 Financial Statements and Exhibits.**

(d) List of Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press release, dated August 25, 2021</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURE**

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.

**Clover Health Investments, Corp.**

Date: August 25, 2021

By: /s/ Gia Lee

Name: Gia Lee

Title: General Counsel and Corporate Secretary

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## **Clover Health Investments, Corp. Announces Extension of Redemption Date for Outstanding Warrants**

**NASHVILLE, Tenn., August 25, 2021 (GLOBE NEWSWIRE)** -- Clover Health Investments, Corp. (Nasdaq: CLOV), (“Clover Health” or the “Company”), an innovative technology company committed to improving health equity for America’s underserved seniors, today announced that the Company has extended the period during which the holders of the Company’s public warrants may exercise such warrants to 5:00 p.m. New York City time on September 9, 2021 (the “New Redemption Date”). Over 90% of the public warrants have already been exercised, and the Company, in an act of good faith, has decided to change the redemption date for the public warrants in order to provide investors with additional time to exercise the remaining outstanding warrants.

On July 22, 2021, the Company announced it would redeem all of its outstanding public warrants to purchase shares of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), that were issued under the Warrant Agreement, dated April 21, 2020, by and between the Company and Continental Stock Transfer & Trust Company (the “Warrant Agent”), as warrant agent (the “Warrant Agreement”), as part of the units sold in the Company’s initial public offering (the “IPO”) and that remained outstanding on the redemption date for a redemption price of \$0.10 per Public Warrant. In addition, the Company announced that it would redeem all of its outstanding warrants to purchase Common Stock that were issued under the Warrant Agreement in a private placement simultaneously with the IPO on the same terms as the outstanding public warrants. The private warrants were exercised on or before the redemption date. The public warrants may be exercised by the holders thereof until 5:00 p.m. New York City time on the New Redemption Date to purchase fully paid and non-assessable shares of Common Stock underlying such warrants. Payment upon exercise of the Warrants may be made either (i) in cash, at an exercise price of \$11.50 per share of Common Stock or (ii) on a “cashless basis” in which the exercising holder will receive a number of shares of Common Stock to be determined in accordance with the terms of the Warrant Agreement and based on the redemption date and the volume weighted average price (the “Fair Market Value”) of the Common Stock during the 10 trading days immediately following the date on which the notice of redemption was sent to holders of warrants. The Company previously informed holders of the Fair Market Value, which was determined by the Company to result in holders who choose to exercise their warrants on a cashless basis receiving 0.249 shares of Common Stock per warrant.

Any warrants that remain unexercised at 5:00 p.m. New York City time on the New Redemption Date will be void and no longer exercisable, and the holders of those warrants will be entitled to receive only the redemption price of \$0.10 per warrant.

None of the Company, its board of directors or any of its employees have made or are making any representation or recommendation to any holder of the warrants as to whether to exercise or refrain from exercising any warrants.

The shares of Common Stock underlying the warrants have been registered by the Company under the Securities Act of 1933, as amended, and are covered by a registration statement filed

on Form S-1 with, and declared effective by, the Securities and Exchange Commission (Registration No. 333-252073). The SEC maintains an internet website that contains a copy of this prospectus. The address of that site is [www.sec.gov](http://www.sec.gov). Alternatively, you can obtain a copy of the prospectus from the Company's investor relations website at <https://investors.cloverhealth.com>.

Questions concerning redemption and exercise of the warrants can be directed to our information agent, MacKenzie Partners at 1407 Broadway, New York, NY 10018, telephone number: (800) 322-2885.

### **No Offer or Solicitation**

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any offer of any of the Company's securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

### **Forward Looking Statements**

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include statements regarding future events. In some cases, you can identify forward looking statements because they contain words such as "may," "will," "should," "expects," "plans," "anticipates," "going to," "can," "could," "should," "would," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential," "outlook," "forecast," "objective," "plan," "seek," "grow," "target," "if," "continue," or the negative of these words or other similar terms or expressions that concern Clover Health's expectations, strategy, priorities, plans or intentions. These statements are subject to known and unknown risks, uncertainties and other factors that may cause our actual results to differ materially from results expressed or implied in this press release, including but not limited to the risks and uncertainties contained in the Risk Factors section of our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 31, 2021. Clover Health assumes no obligation, and does not intend, to update these forward-looking statements as a result of future events or developments.

### **About Clover Health**

Clover Health (Nasdaq: CLOV) is a next-generation risk-bearing organization aiming to achieve health equity for all Americans. While our mission is to improve every life, we particularly focus on seniors who have historically lacked access to affordable high quality healthcare.

### **Contact Information**

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