

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): March 30, 2026

CLOVER HEALTH INVESTMENTS, CORP.

(Exact name of Registrant as Specified in Its Charter)

Delaware <small>(State or Other Jurisdiction of Incorporation)</small>	001-39252 <small>(Commission File Number)</small>	98-1515192 <small>(IRS Employer Identification No.)</small>
Address Not Applicable ⁽¹⁾ <small>(Address of Principal Executive Offices)</small>	Not Applicable ⁽¹⁾ <small>(Registrant's Telephone Number, Including Area Code)</small>	Address Not Applicable ⁽¹⁾ <small>(Zip Code)</small>
Not Applicable <small>(Former Name or Former Address, if Changed Since Last Report)</small>		

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. ☐

⁽¹⁾ We are a remote-first company. Accordingly, we do not maintain a headquarters. For purposes of compliance with applicable requirements of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, stockholder communications required to be sent to our principal executive offices may be directed to the email address: secretary@cloverhealth.com, or to our agent for service of process at The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Chief Financial Officer Transition

On March 30, 2026, the board of directors (the “Board”) of Clover Health Investments, Corp. (the “Company”) approved a transition of the Chief Financial Officer role. As part of this transition, effective immediately, Mr. Peter Kuipers has stepped down from his role as the Chief Financial Officer of the Company, including as principal financial officer and principal accounting officer, and the Board appointed Mr. Clay Thornton as the Interim Chief Financial Officer of the Company. Mr. Thornton, the current Chief Financial Officer of Clover Insurance Company, will also be serving as the Company’s principal financial officer. In addition, Mr. Joseph (Joe) Oldakowski, Vice President of Finance and Controller of the Company, was appointed by the Board to serve as the Company’s principal accounting officer, effective immediately.

Mr. Kuipers will remain employed by the Company performing transition services and will continue to receive his current base salary and continued equity vesting until April 24, 2026. Subject to Mr. Kuipers delivering and not revoking a general release of claims against the Company, Mr. Kuipers would be entitled to those severance payments and benefits that are applicable in the event of a termination by the Company without cause, as set forth in the employment agreement between him and the Company, dated April 15, 2024, previously disclosed as Exhibit 10.8 to the Company’s Annual Report on Form 10-K for the year ended December 31, 2025, filed on February 27, 2026. His departure does not reflect any disagreement between the Company and Mr. Kuipers on any matter relating to the Company’s operations, policies or practices.

Mr. Thornton, age 36, has served in his current role at the Company since February 2024. Prior to that, Mr. Thornton served as Vice President, Venture and PE Finance at Hunsicker from January 2023 to February 2024. From January 2022 to December 2022, Mr. Thornton served in financial services for Venture & PE Backed Companies at Venture First. From July 2021 to December 2021, Mr. Thornton served as Vice President – Strategy for Honest Health. Previously, Mr. Thornton served in various financial and leadership positions at Humana Inc. from May 2012 to February 2021. Mr. Thornton received a Bachelor’s Degree in Finance and Economics from the University of Kentucky and a Master of Business Administration from the University of Louisville. There are no family relationships between Mr. Thornton and any director or executive officer, or person nominated or chosen by the Company to become a director or executive officer of the Company, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. There is no arrangement or understanding between Mr. Thornton and any other person pursuant to which he was selected as an officer.

Mr. Oldakowski, age 43, has served in his current role at the Company since July 2025, having joined the Company the previous month. Prior to that, Mr. Oldakowski served as Vice President and Corporate Controller at Point32Health from September 2021 to June 2025. Previously, Mr. Oldakowski was employed by EmblemHealth from May 2017 to September 2021, where he served as Corporate Controller and held progressive leadership roles at The Hartford (November 2015 – May 2017 and September 2008 - March 2014) and MassMutual (March 2014-November 2015). He holds a Master’s Degree in Accounting and Taxation from the University of Hartford and a Bachelor’s Degree in Accountancy from Bentley University. There are no family relationships between Mr. Oldakowski and any director or executive officer, or person nominated or chosen by the Company to become a director or executive officer of the Company, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. There is no arrangement or understanding between Mr. Oldakowski and any other person pursuant to which he was selected as an officer.

In connection with the new appointments, Mr. Thornton and Mr. Oldakowski are each expected to enter into the Company’s standard form of indemnification agreement for its directors, officers and key employees, which requires the Company to, among other things, indemnify the individual against liabilities that may arise by reason of their status or service. The agreement also requires the Company to advance all expenses incurred by the individual in investigating or defending any action, suit or proceeding. The foregoing description is qualified in its entirety by the full text of the Company’s form of indemnification agreement, which was filed as Exhibit 10.2 to the Company’s Current Report on Form 8-K ([No. 001-39252](#)) filed on January 12, 2021, and is incorporated by reference herein.

Item 8.01. Other Events.

On April 1, 2026, the Company issued a press release announcing Mr. Kuipers’ departure from the Company and Mr. Thornton’s appointment. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) List of Exhibits

Exhibit No.	Description
99.1	Press Release of the Company, dated April 1, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: April 1, 2026

By: /s/ Karen M. Soares
Name: Karen M. Soares
Title: General Counsel and Corporate Secretary

Clover Health Announces Departure of Chief Financial Officer and Appointment of Interim Chief Financial Officer; Reiterates Most Recently Issued Financial Guidance for Full Fiscal Year 2026

April 1, 2026

WILMINGTON, Del. -- Clover Health Investments, Corp. (Nasdaq: CLOV) (“Clover” or the “Company”), a physician enablement company committed to bringing access to great healthcare to everyone on Medicare, today announced that Peter Kuipers is stepping down as the Chief Financial Officer of the Company, effective March 30, 2026. Mr. Kuipers will remain with the Company in an advisory capacity through April 24, 2026 to support a smooth transition and handoff. Mr. Kuipers and the Company noted that his departure does not reflect any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

The Board of Directors has appointed Clay Thornton, the current Chief Financial Officer of Clover’s insurance plan, as Interim Chief Financial Officer, effective immediately. In addition, the Company reiterates its most recently issued financial guidance for the full fiscal year 2026, which was updated as part of its earnings release on February 26, 2026.

“I am honored to have served Clover and proud of what our team has accomplished during my tenure,” said Mr. Kuipers. “Together, we built a strong financial and operating foundation for the company, with a focus on execution, operational efficiency, disciplined capital allocation, and long-term value creation. I have great confidence in Clover’s future and in the leadership team, and I am committed to ensuring a smooth transition. I look forward to seeing the company continue to build on this foundation and achieve even more in the years ahead.”

Andrew Toy, Clover’s Chief Executive Officer, said, “I want to thank Peter for his contributions to Clover and for the role he has played in helping position the Company for this next chapter. He has been instrumental in helping Clover achieve sustainable profitability while achieving above market growth. He has helped lay the foundation that positions Clover well for the next phase of the Company’s development, and we are grateful for his leadership and commitment. We also appreciate his support in ensuring a seamless transition.”

Mr. Toy continued, “I am very excited to have Clay take on this new role. He is a trusted partner to me and to our leadership team. As Divisional CFO of our insurance plan, he’s already deeply involved in the day to day finances of the business and knows both Medicare Advantage, and Clover’s unique approach to it, very well. He brings the judgment, operating discipline, and industry experience that give us real confidence in this transition.”

Mr. Thornton brings deep experience across Medicare Advantage, value-based care, and healthcare finance. Prior to joining Clover, Mr. Thornton held numerous financial and strategic leadership roles within Medicare Advantage at Humana, along with roles in venture capital and private equity finance. He holds a bachelor’s degree in finance and economics from the University of Kentucky and an MBA from the University of Louisville.

[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 and Clover Health's future results of operations, financial condition, market size and opportunity, business strategy and plans, and the factors affecting our performance and our objectives for future operations. Forward-looking statements are not guarantees of future performance and you are cautioned not to place undue reliance on such statements. 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," "guidance," "objective," "plan," "seek," "grow," "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. Forward-looking statements in this press release include, but are not limited to, the following: statements referred to in our February 26, 2026 earnings release under "Financial Guidance" and "2026 Financial Guidance" and statements regarding expectations relating to potential improvements in revenues, operating expenses, Consolidated Gross profit, Adjusted SG&A, and the number of Clover Health's Insurance members, as well as the statements contained in the quotations of our executive officers, and other expectations as to future performance, operations and results (including our guidance for full year 2026). Statements regarding our GAAP Net Income, Consolidated Gross profit, and Adjusted EBITDA profitability are also forward-looking, and are based on our current targets which are preliminary and are derived from our 2026 financial guidance. These statements are subject to known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from results expressed or implied by forward-looking statements in this press release. Forward-looking statements involve a number of judgments, risks and uncertainties, including, without limitation, risks related to: our expectations regarding results of operations, financial condition, and cash flows; our expectations regarding the development and management of our business; any current, pending, or future legislation, regulations or policies that could have a negative effect on our revenue, profit margins, cash flows and business, including rules, regulations and policies relating to healthcare, Medicare generally and medical loss ratios; our ability to successfully enter new service markets and manage our operations; anticipated trends and challenges in our business and in the markets in which we operate; our ability to effectively manage our beneficiary base and provider network; our ability to maintain and increase adoption and use of Clover Assistant, including the expansion of Clover Assistant for external payors and providers under the brand name Counterpart Assistant; the anticipated benefits associated with the use of Clover Assistant, including our ability to utilize the platform to manage our medical expenses; our ability to maintain or improve our Star Ratings or otherwise continue to improve the financial performance of our business; our ability to develop new features and functionality that meet market needs and achieve market acceptance; our ability to retain and hire necessary employees and staff our operations appropriately; the timing and amount of certain investments in growth; the outcome of any known and unknown litigation and regulatory proceedings; our ability to maintain, protect, and enhance our intellectual property; general economic conditions and uncertainty; persistent high inflation and fluctuating interest rates; and geopolitical uncertainty and instability. Additional information concerning these and other risk factors is contained under Item 1A. "Risk Factors" in our most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on February 27, 2026, as such risks may be updated in our subsequent filings with the SEC. The forward-looking statements included in this press release are made as of the date

hereof. Except as required by law, Clover Health undertakes no obligation to update any of these forward-looking statements after the date of this press release or to conform these statements to actual results or revised expectations.

About Clover Health

Clover Health (Nasdaq: CLOV) is a physician enablement technology company committed to bringing access to great healthcare to everyone on Medicare. This includes a focus on seniors who have historically lacked access to affordable, high-quality healthcare. Our strategy is powered by our software platform, Clover Assistant, which is designed to aggregate patient data from across the healthcare ecosystem to support clinical decision-making and improve health outcomes through the early identification and management of chronic disease. For our members, we provide PPO and HMO Medicare Advantage plans in several states, with a differentiated focus on our flagship wide-network, high-choice PPO plans. For healthcare providers outside Clover Health's Medicare Advantage plan, we extend the benefits of our data-driven technology platform to a wider audience via our subsidiary, Counterpart Health, and aim to enable enhanced patient outcomes and reduced healthcare costs on a nationwide scale. Clover Health has published data demonstrating the technology's impact on Medication Adherence, Congestive Heart Failure, Chronic Obstructive Pulmonary Disease, and in Underserved Populations as well as the earlier identification and management of Diabetes and Chronic Kidney Disease.

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