

OMB APPROVAL	
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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* <u>Toy Andrew</u> (Last) (First) (Middle) C/O CLOVER HEALTH INVESTMENTS, CORP. 725 COOL SPRINGS BLVD., SUITE 320 (Street) FRANKLIN TN 37067 (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CTO
	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2021	
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			

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (right to buy)	\$1.67	01/07/2021		A		631,033	(1)	07/21/2028	Class B Common Stock ⁽²⁾	631,033	(3)	631,033	D	
Stock Options (right to buy)	\$1.67	01/07/2021		A		3,155,168	(4)	07/21/2028	Class B Common Stock ⁽²⁾	3,155,168	(5)	3,155,168	D	
Stock Options (right to buy)	\$2.23	01/07/2021		A		5,334,515	(6)	02/03/2030	Class B Common Stock ⁽²⁾	5,334,515	(7)	5,334,515	D	
Stock Options (right to buy)	\$5.45	01/07/2021		A		3,669,607	(1)	02/03/2030	Class B Common Stock ⁽²⁾	3,669,607	(8)	3,669,607	D	
Performance-based Restricted Stock Units	(9)	01/07/2021		A		3,582,291	(9)	(9)	Class B Common Stock ⁽²⁾	3,582,291	(10)	3,582,291	D	
Performance-based Restricted Stock Units	(9)	01/07/2021		A		11,142,328	(9)	(9)	Class B Common Stock ⁽²⁾	11,142,328	\$0.00	11,142,328	D	

Explanation of Responses:

- The stock option is fully vested and immediately exercisable.
- The Class B Common Stock will be convertible into shares of Class A Common Stock on a one-to-one basis at the option of the holders of the Class B Common Stock at any time upon written notice to the Issuer. In addition, the Class B Common Stock will automatically convert into shares of Class A Common Stock immediately prior to the close of business on the earliest to occur of certain events specified in the Issuer's Amended and Restated Certificate of Incorporation.
- Received in connection with the Issuer's business combination (the "Business Combination") with Clover Health Investments, Corp. ("Legacy Clover") in accordance with the terms of the Agreement and Plan of Merger dated as of October 5, 2020, among the Issuer (f/k/a Social Capital Hedosophia Holdings Corp. III), Asclepius Merger Sub Inc., and Legacy Clover, as amended by that certain Amendment to the Agreement and Plan of Merger, dated as of December 8, 2020, in exchange for options to acquire 305,131 shares of common stock of Legacy Clover for \$3.45 per share.
- 100% of the stock option is immediately exercisable. The stock option vests as to 1/5th of the total number of shares on February 5, 2019 and 1/60th of the total number of shares in equal monthly installments thereafter, subject to the continuous service of the Reporting Person on each vesting date.
- Received in connection with the Business Combination in exchange for options to acquire 1,525,655 shares of common stock of Legacy Clover for \$3.45 per share.
- The option vested as to 1/60th of the total number of shares on July 1, 2019, and thereafter vested and shall continue to vest as to 1/60th of the total number of shares in equal monthly installments.
- Received in connection with the Business Combination in exchange for options to acquire 2,579,460 shares of common stock of Legacy Clover for \$4.61 per share.
- Received in connection with the Business Combination in exchange for options to acquire 1,774,408 shares of common stock of Legacy Clover for \$11.27 per share.
- Each performance-based restricted stock unit ("PRSU") represents a contingent right to receive one share of the Issuer's Class B Common Stock. The PRSUs generally vest in five equal installments on January 7 of each of 2022, 2023, 2024, 2025 and 2026 respectively, provided that the applicable performance goal has been achieved by such date (and, if not, on the date the applicable performance goal is subsequently achieved), and are subject to the continuous service of the Reporting Person through the applicable vesting date. The applicable performance goal for each tranche will be satisfied if the Issuer's Class A Common Stock achieves a specified per share market price for such tranche for at least 90 consecutive calendar days. If the applicable performance goals have not been achieved by January 7, 2026, all unvested PRSUs will be forfeited.
- Received in connection with the Business Combination in exchange for restricted stock units that will have settled for 1,732,187 shares of common stock of Legacy Clover.

Remarks:

/s/ Gia Lee, as Attorney-in-Fact 01/11/2021

** 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.

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