

**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): November 28, 2022**

**CLOVER HEALTH INVESTMENTS, CORP.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**3401 Mallory Lane, Suite 210**  
**Franklin, Tennessee**  
(Address of Principal Executive Offices)

**001-39252**  
(Commission File Number)

**98-1515192**  
(IRS Employer  
Identification No.)

**37067**  
(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 28, 2022, the Board of Directors (the "Board") of Clover Health Investments, Corp. ("Clover" or the "Company") appointed Anna Loengard, M.D., to serve as a Class I director of the Board. Dr. Loengard has not been appointed to any committee of the Board as of the date hereof. The Company's press release announcing Dr. Loengard's appointment is attached to this report as Exhibit 99.1 and is incorporated by reference into this Item 5.02.

In connection with her service as a director during 2022, Dr. Loengard will receive a pro rata portion of the annual retainer for service on the Board under Clover's Director Compensation Policy. Dr. Loengard will also be granted a restricted stock unit ("RSU") award covering shares of the Company's Class A Common Stock having an RSU value of \$200,000, pro-rated by multiplying such amount by a fraction, the numerator of which is the number of days of service that Dr. Loengard will provide from the date of her appointment until December 31, 2022, and the denominator of which is 365 days.

In connection with her appointment, Dr. Loengard entered into the Company's standard form of indemnification agreement for its directors, which requires the Company to, among other things, indemnify its directors against liabilities that may arise by reason of their status or service. The agreement also requires the Company to advance all expenses incurred by directors in investigating or defending any action, suit or proceeding. The foregoing description is qualified in its entirety by the full text of the 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.

There are no arrangements or understandings between Dr. Loengard and any other persons pursuant to which she was selected as a director. Dr. Loengard has no family relationships with any of the Company's directors or executive officers, and she has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

**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 November 30, 2022</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 hereunto duly authorized.

**Clover Health Investments, Corp.**

Date: November 30, 2022

By: /s/ Joseph R. Martin

Name: Joseph R. Martin

Title: General Counsel and Corporate Secretary

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## **Dr. Anna Loengard Joins Clover Health Board of Directors**

**FRANKLIN, Tenn.** – November 30, 2022 – Clover Health Investments, Corp. (NASDAQ: CLOV) (“Clover,” “Clover Health” or the “Company”), a physician enablement company committed to improving health equity for seniors, today announced the appointment of Anna Loengard, M.D. to the Company’s Board of Directors.

Dr. Loengard is a highly accomplished physician executive with significant experience in both geriatric medicine and value based care models. She most recently served as Chief Medical Officer of AccentCare, an enterprise providing home health, hospice and private care services across 31 states. Previously, Dr. Loengard served as Chief Medical Officer for Caravan Health, Chief Medical Officer for The Queen’s Healthcare System’s Clinically Integrated Physician Network and as Chief Medical Officer at St. Francis Healthcare System in Honolulu focusing on post-acute care. She received her M.D. from State University of New York at Stony Brook and completed her residency in Internal Medicine at Harvard Medical School, Beth Israel Deaconess Medical Center, and her Geriatrics Fellowship at the University of Arizona.

“What attracted me to Clover was the company’s commitment to providing holistic, quality, and personalized healthcare to every one of its members based on their individual needs, including those who require more complex and even end-of-life care,” said Dr. Loengard. “Traditional home care models are notoriously difficult to scale, but Clover’s approach of having PCPs identify the patients they believe would benefit from the program, and leveraging groundbreaking clinical technology to manage their care, has the potential to create real positive change.”

“Our vision is to create a new standard for distributed care, starting with personalized in-home primary care,” said Andrew Toy, President of Clover Health. “Dr. Loengard’s experience leading clinical and quality programs aimed at empowering medically complex patients, while supporting the physicians who care for them, paired with her passion for improving value in our healthcare system, will be incredibly valuable as we continue to evolve Clover Home Care to meet our in-need members where they are, in a holistic way, to improve their health outcomes and help keep them out of the hospital.”

*The statements contained in this document are solely those of the authors and do not necessarily reflect the views or policies of CMS. The authors assume responsibility for the accuracy and completeness of the information contained in this document.*

### **About Clover Health:**

Clover Health (Nasdaq: CLOV) is a physician enablement company focused on seniors who have historically lacked access to affordable, high-quality healthcare. Our strategy is underpinned by our proprietary software platform, Clover Assistant, which is designed to aggregate patient data from across the health ecosystem to support clinical decision-making and improve health outcomes. We operate two distinct lines of business: Insurance and Non-Insurance. Through our Insurance line of business, we provide PPO and HMO plans to Medicare Advantage members in several states. Our Non-Insurance line of business aims to reduce expenditures and enhance the quality of care for patients enrolled in fee-for-service Medicare. Clover’s corporate headquarters are in Franklin, Tenn.

Visit: [www.cloverhealth.com](http://www.cloverhealth.com)

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