

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 20, 2024

CLOVER HEALTH INVESTMENTS, CORP.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39252
(Commission File Number)

98-1515192
(IRS Employer
Identification No.)

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

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 August 20, 2024, the Board of Directors (the "Board") of Clover Health Investments, Corp. ("Clover" or the "Company") appointed Thomas L. Tran, to serve as a Class II director of the Board. Mr. Tran has been appointed to the Audit Committee of the Board. In connection with the appointment, the Company increased the size of the Board from eight to nine members. The Company's press release announcing Mr. Tran's appointment is attached to this report as Exhibit 99.1 and is incorporated by reference into this Item 5.02.

Mr. Tran has over 35 years of financial leadership experience in the healthcare industry and has previously held leadership roles at various prominent managed care companies. Most recently, from February 2022 to June 2023, Mr. Tran served as Chief Financial Officer and as a director of Upstream Care, a value-based physician enablement innovator focused on the Medicare population. From June 2018 to May 2021, he served as Chief Financial Officer of Molina Healthcare, Inc. (NYSE: MOH). Mr. Tran earned his Bachelor's degree from Seton Hall University and his Master of Business Administration degree from New York University.

In connection with his service as a director during 2024, Mr. Tran will receive a pro rata portion of the annual retainer for service on the Board and Audit Committee under Clover's Amended and Restated Director Compensation Policy. Mr. Tran 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 Mr. Tran will provide from the date of his appointment until December 31, 2024, and the denominator of which is 365 days.

In connection with his appointment, Mr. Tran 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 Mr. Tran and any other persons pursuant to which he was selected as a director. Mr. Tran has no family relationships with any of the Company's directors or executive officers, 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.

Item 9.01. Financial Statements and Exhibits.

(d) List of Exhibits

Exhibit No.	Description
99.1	Press release dated August 22, 2024
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: August 22, 2024

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

Thomas L. Tran, Former Chief Financial Officer of Molina Healthcare, Joins Clover Health's Board of Directors

FRANKLIN, Tenn. – August 22, 2024 – Clover Health Investments, Corp. (NASDAQ: CLOV) (“Clover,” “Clover Health” or the “Company”), a physician enablement technology company committed to bringing access to great healthcare to everyone on Medicare, today announced it has appointed Thomas L. Tran to the Company’s Board of Directors (the "Board"), and as a member of the Audit Committee.

“Tom Tran’s appointment to our Board marks a significant enhancement to our strategic financial planning and execution capabilities. With his impressive track record at the helm of finance at public managed care organizations, Tom is uniquely qualified to help guide Clover Health as we advance our mission of empowering physicians and improving health outcomes through innovative technology.” said Andrew Toy, Chief Executive Officer of Clover Health.

Mr. Tran has over 35 years of financial leadership experience in the healthcare industry and has previously held leadership roles at various prominent managed care companies. Most recently, from February 2022 to June 2023, Mr. Tran served as chief financial officer and as a director of Upstream Care, a value-based physician enablement innovator focused on the Medicare population. From June 2018 to May 2021, he served as chief financial officer of Molina Healthcare, Inc. (NYSE: MOH). Mr. Tran earned his Bachelor’s degree from Seton Hall University and his Master of Business Administration degree from New York University.

“Having dedicated my career to improving healthcare through better financial and operational strategies, I find Clover Health's mission very compelling. I believe Clover’s innovative use of technology to drive better health outcomes represents the future of Medicare. I am excited to join the Board and help shape this vision, ensuring Clover continues to lead in value-based care,” said Mr. Tran.

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 health equity-based 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 aim to extend the benefits of our data-driven technology platform to a wider audience via our subsidiary, Counterpart Health, and 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, as well as the earlier identification and management of Diabetes and Chronic Kidney Disease.

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