

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): January 10, 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 7.01. Regulation FD Disclosure.

On December 18, 2023, Clover Health Investments, Corp. (the "Company") issued a press release announcing that its Chief Executive Officer, Andrew Toy, will present at the 42nd Annual J.P. Morgan Healthcare Conference on Thursday, January 11, 2024, at 12:00 p.m. Eastern Time. A live webcast of the presentation will be accessible through the investor relations section of the Company's website. The slide presentation to be used during the presentation is attached hereto as Exhibit 99.2 and incorporated herein by reference.

On January 10, 2024, the Company issued a press release, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information set forth in this Item 7.01 (including Exhibit 99.1 and Exhibit 99.2) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) List of Exhibits

Exhibit No.	Description
99.1	Press release dated January 10, 2024
99.2	Slide Presentation dated January 10, 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: January 10, 2024

By: /s/ Scott J. Leffler
Name: Scott J. Leffler
Title: Chief Financial Officer

Clover Health Provides Business Update and Full-Year 2024 Objectives

FRANKLIN, Tenn. – January 10, 2024 – Clover Health Investments, Corp. (NASDAQ: CLOV) (“Clover,” “Clover Health” or the “Company”), a physician enablement company committed to bringing access to great healthcare to everyone on Medicare, announced today that it is targeting Adjusted EBITDA profitability for the full-year 2024.¹

“I believe that we are at a critical inflection point in the trajectory of our business. Throughout 2023 our results, driven by strong Insurance performance, have proven the strength and agility of our model. With our purpose built technology, Clover Assistant, we have the ability to help physicians identify and manage chronic diseases earlier, which is a key lever in our push toward profitability. Going into 2024, we plan to harness the momentum generated last year to once again deliver superior results on a PPO chassis, while investing in the technology and programs to improve the health and well-being of our membership”, said Andrew Toy, Chief Executive Officer of Clover Health.

“We are targeting to achieve our goal to deliver profitability on an Adjusted EBITDA basis for full-year 2024. To accomplish this, we will continue to focus on improving MA-plan performance while reducing operational spend, drive increasing value from Clover Assistant’s capabilities, further invest in our robust care management assets, such as Clover Home Care, and expanding our offerings to empower every primary care physician”, continued Mr. Toy. “Our team has worked relentlessly to position the Company to achieve our goals in 2024, and continue to drive toward Clover’s long-term growth levers.”

“During the most recent Medicare Advantage Annual Enrollment Period, we once again priced our Insurance plans to target profitability with an intentional focus on member retention within our core markets, rather than membership expansion, to push towards sustainable profitability this year”, said Mr. Toy. “We intend to issue full guidance for full-year 2024 at a later date. However, this business update, and our strengthened conviction in targeting Adjusted EBITDA profitability this year, highlights the anticipated favorable impact of our ongoing strategy to deliver a sustainable, profitable Clover Health to our stakeholders.”

About Non-GAAP Financial Measures:

We use non-GAAP measures including Adjusted EBITDA. These non-GAAP financial measures are provided to enhance the reader’s understanding of Clover Health’s past financial performance and our prospects for the future. Clover Health’s management team uses these non-GAAP financial measures in assessing Clover Health’s performance, as well as in planning and forecasting future periods. These non-GAAP financial measures are not computed according to GAAP, and the methods we use to compute them may differ from the methods used by other companies. Non-GAAP financial measures are supplemental to and should not be considered a substitute for financial information presented in accordance with GAAP and should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP. Readers are encouraged to review the reconciliations of these non-GAAP financial measures to the comparable GAAP measures, together with other important financial information, including our filings with the Securities and Exchange Commission (the “SEC”), on the Investor Relations page of our website at investors.cloverhealth.com.

Adjusted EBITDA is a non-GAAP financial measure defined by us as net loss before interest expense, amortization of notes and securities discount, depreciation and amortization, gain on investment, stock-based compensation expense, premium deficiency reserve benefit, restructuring costs, non-recurring legal expenses and settlements, and expenses attributable to Seek. Adjusted EBITDA is a key measure used by our management team and the board of directors to understand and evaluate our operating performance and trends, to prepare and approve our annual budget and to develop short and long-term operating plans. In particular, we believe that the exclusion of the amounts eliminated in calculating Adjusted EBITDA provide useful measures for period-to-period comparisons of our business. Accordingly, we believe that Adjusted EBITDA provides investors and others useful information to understand and evaluate our operating results in the same manner as our management team and our board of directors.

¹ Adjusted EBITDA is a non-GAAP financial measure. Additional information about the Company’s non-GAAP financial measures can be found under the caption “About Non-GAAP Financial Measures”.

Reconciliation of projected Adjusted EBITDA to Net loss, the most directly comparable GAAP measure, is not provided because Stock-based compensation expense, which is excluded from Adjusted EBITDA (non-GAAP), cannot be reasonably calculated or predicted at this time without unreasonable efforts.

Forward-Looking Statements

This press release includes forward-looking statements, including statements regarding future events including, without limitation, Clover Health Investments, Corp.'s ("Clover Health," "we," "our," or "us") expectations regarding positive Adjusted EBITDA (a non-GAAP measure, as defined herein), future results of operations, financial condition, outlook, market size and opportunity, business strategy and plans, and the factors affecting our performance and our objectives for future operations. In some cases, you can identify forward looking statements because they contain words such as "may," "will," "should," "expects," "plans," "goals," "anticipates," "going to," "can," "could," "should," "would," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential," "outlook," "forecast," "guidance," "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, levels of activity, performance or achievements to differ materially from results expressed or implied in this press release.

These forward-looking statements are subject to a number of other risks, uncertainties and assumptions, including those described under Item 1A. "Risk Factors" in the Company's most recent Annual Report on Form 10-K, filed with the SEC on March 1, 2023, as such risk factors may be amended or updated in our subsequent filings with the SEC. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this press release may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. Forward-looking statements are not guarantees of future performance and you are cautioned not to place undue reliance on such statements. 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 hereof or to conform these statements to actual results or revised expectations.

About Clover Health:

Clover Health (Nasdaq: CLOV) is a physician enablement 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.

Press Contact:

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press@cloverhealth.com

Investor Relations Contact:

Ryan Schmidt
investors@cloverhealth.com

Clover Health

J.P. Morgan Healthcare Conference
January 2024



Disclaimer

This presentation and the accompanying oral presentation include forward-looking statements, including statements regarding future events including, without limitation, Clover Health Investments, Corp.'s ("Clover Health," "we," "our," or "us"), expectations regarding positive Adjusted EBITDA (a non-GAAP measure, as defined herein), targeted revenues, Insurance Revenues, Non-Insurance Revenues, Insurance MCR, Non-Insurance MCR, future results of operations, financial condition, outlook, market size and opportunity, business strategy and plans, and the factors affecting our performance and our objectives for future operations. In some cases, you can identify forward looking statements because they contain words such as "may," "will," "should," "expects," "plans," "goals," "anticipates," "going to," "can," "could," "should," "would," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential," "outlook," "forecast," "guidance," "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. Forward-looking statements in this presentation include, but are not limited to, statements regarding expectations relating to, as well as statements regarding expectations related to Clover's future performance, future operations and future results. 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 in this presentation.

These forward-looking statements are subject to a number of other risks, uncertainties and assumptions, including those described under Item 1A, "Risk Factors" in the Company's most recent Annual Report on Form 10-K, filed with the Securities and Exchange Commission (the "SEC") on March 1, 2023, as such risk factors may be amended or updated in our subsequent filings with the SEC. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this presentation may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. Forward-looking statements are not guarantees of future performance and you are cautioned not to place undue reliance on such statements. The forward-looking statements included in this presentation and the accompanying oral presentation 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 hereof or to conform these statements to actual results or revised expectations.

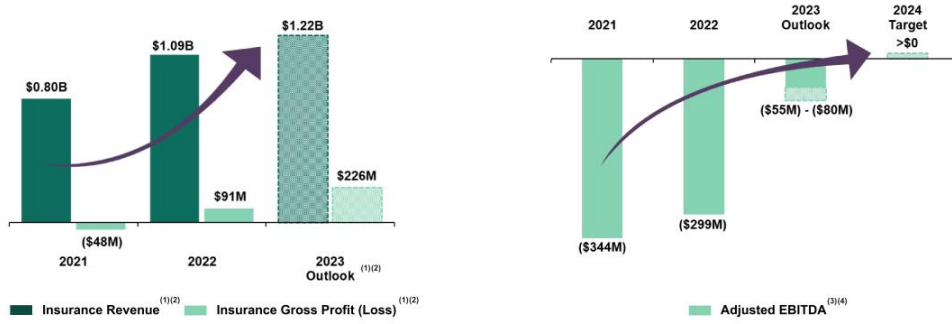
In addition to U.S. Generally Accepted Accounting Principles ("GAAP") financial measures, this presentation includes certain non-GAAP financial measures including Adjusted EBITDA. These non-GAAP financial measures are provided to enhance the reader's understanding of Clover Health's past financial performance and our prospects for the future. Non-GAAP financial measures are supplemental to and should not be considered a substitute for financial information presented in accordance with GAAP and should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP. A reconciliation of historical non-GAAP measures to historical GAAP measures is included in the Appendix of this presentation.

Our Vision

**Empowering Physicians
to Identify and Manage Chronic Diseases Earlier**

2023 in Review

On Track to Deliver a Step-Change in Financials, Demonstrating the Potential of Clover Health's Model



Targeting Adjusted EBITDA profitability in 2024

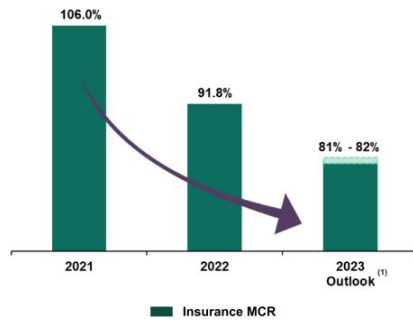
(1) For comparison purposes, 2023 Outlook is based on guidance provided in the Company's November 6, 2023 earnings press release, which was most recently reiterated by the Company in its December 21, 2023 press release, and has not been updated since that date. Insurance Revenue and Insurance Gross Profit (Loss) for 2023 is calculated by taking the midpoint of the guidance provided in the Company's November 6, 2023 earnings press release. See the Company's most recent Form 10-K filed on March 1, 2023 for 2021 and 2022 Insurance Revenue and Insurance Gross Profit (Loss).

(2) Adjusted EBITDA is a non-GAAP financial measure. We define Adjusted EBITDA as net loss before interest expense, amortization of notes and securities discount, depreciation and amortization, gain on investment, stock-based compensation expense, premium deficiency reserve benefit, restructuring costs, non-recurring legal expenses and settlements, and expenses attributable to Seek. Please refer to the Appendix for a reconciliation of Adjusted EBITDA to Net Loss, the most directly comparable GAAP measure for 2021 and 2022. Reconciliation of projected Adjusted EBITDA to Net loss, the most directly comparable GAAP measure, is not provided because Stock-based compensation expense, which is excluded from Adjusted EBITDA, cannot be reasonably calculated or predicted at this time without unreasonable efforts. See "About Non-GAAP Financial Measures" in the Appendix. Note that Adjusted EBITDA for 2021 and 2022 does not reflect the revised definition of Adjusted EBITDA as disclosed in the May 9, 2023 earnings press release.

(4) For comparison purposes, 2023 Outlook for Adjusted EBITDA is based on guidance provided in the Company's November 6, 2023 earnings press release. Note this includes Non-Insurance performance. As announced on December 1, 2023, the Company exited the CMS ACO REACH Program at the end of the 2023 performance year, effective as of January 1, 2024. Clover will continue to fulfill all of its obligations under the ACO REACH Program for the 2023 performance year, as outlined in the Company's December 1, 2023 press release.

Strong Financial Performance in Medicare Advantage

Insurance MCR Improvement...⁽¹⁾



...Driven By an Asset-Light Care Management Platform



- ★ Software-driven data and insights
- ★ Enabling *any* PCP to deliver more consistent, higher quality care

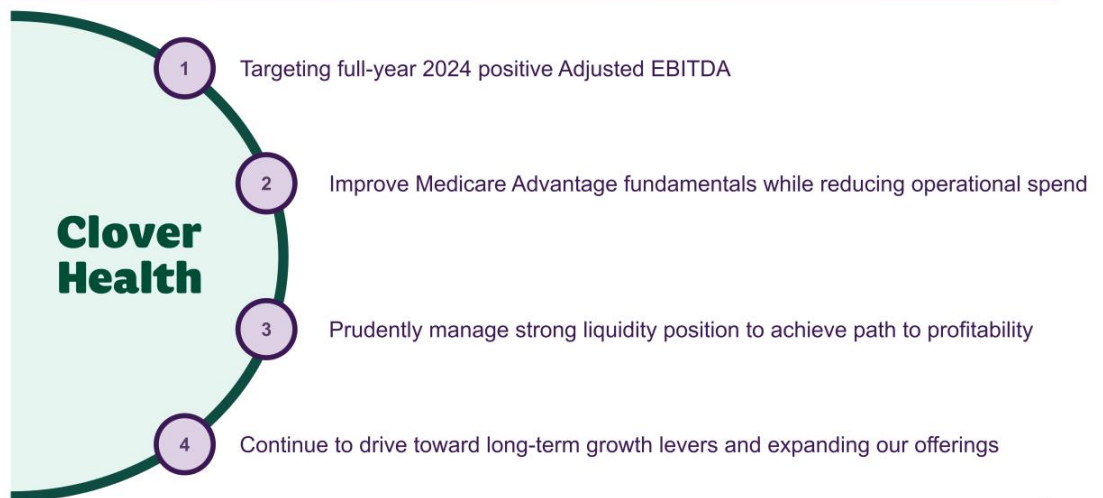


Clover Home Care

- ★ Home-based care for *any* member
- ★ *High-touch primary care* program for those most at-risk

⁽¹⁾ For comparison purposes, 2023 Outlook is based on guidance provided in the Company's November 6, 2023 earnings press release, which was most recently reiterated by the Company in its December 21, 2023 press release, and has not been updated since that date.

Strong 2023 Momentum Continues into 2024

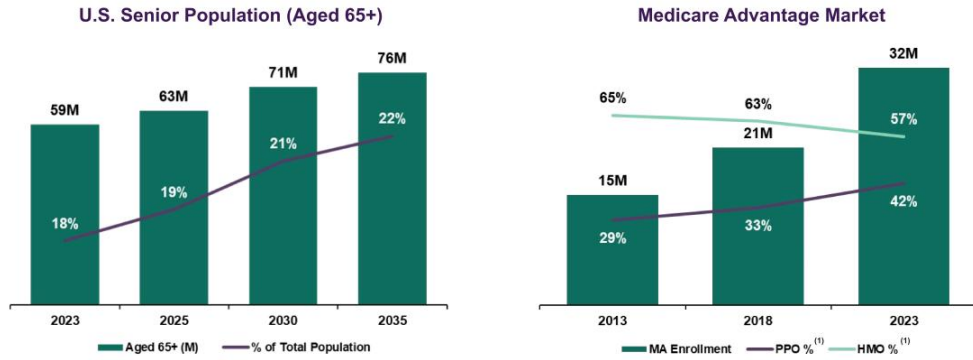


The Clover Health Story

How is Clover Health Different?

- ➔ **Solely focused on Medicare**, serving a population with chronic conditions that can be proactively managed
- ➔ Technology R&D **entirely** focused on physician enablement technology, bringing together the power of AI + data to real-world care
- ➔ **Home-based**, “officeless” clinical practice delivers in-person + virtual care for rising risk & most complex members via tailored, high-touch programs
- ➔ Distinct ability to work with **any physician** in any market, via a technology-focused, asset-light approach

Wide Network Approach Positions Clover to Service the ~\$900B Medicare Market



Clover Health has ~95% of Insurance members in a PPO plan, which consumers prefer versus traditional HMO plans⁽¹⁾⁽²⁾

Source: Congressional Budget Office (CBO), U.S. Census Bureau - Population Estimates and Projections, Association of American Medical Colleges (AAMC), CMS, Kaiser Family Foundation.
 Note: Senior population and MA Enrollment in millions.
⁽¹⁾ CMS CPSC data from December 2018 - December 2023: Within Medicare Advantage, PPO plans grew 2.3x the rate of HMO plans. Penetration percentages excludes other plan types, such as National PACE and PFFS.
⁽²⁾ PPO vs. HMO breakdown based on 2023 Insurance membership.

An Asset-Light Care Management Platform Enables a Wide Network Approach

Clover Assistant



Cloud-based, AI-powered platform. Aggregates, synthesizes, and normalizes disparate data streams to generate actionable clinical insights



Technology at scale. Platform-agnostic to improve care management across a wide, diverse network of physicians and existing HCIT infrastructure



Closed feedback loop. Proprietary data access allows for rapid technology iteration

Clover Assistant is designed to enable *any* provider to deliver consistent, high quality care. This allows for wider network construction in a sustainable fashion

Clover Home Care



In-Home Primary Care. Fully accountable, high-touch primary care & supportive care program for members most at risk



Care Coordination. Annual in-home assessments and post-discharge visits coordinate care for a rising risk population



Interdisciplinary care. Diverse care team, powered by CA to deliver the right care at the right time

Clover Home Care supplements community physicians to meet the needs of patients that are most at-risk

Impact of Clover Assistant and Clover Home Care

Clover Assistant

- ➔ **1,000+ bps MCR Differential** for returning MA members whose PCP uses CA as compared to those who do not
- ➔ Correlated with **Changes to the Timeline of Care** as shown in Clover's three research papers on better care for Chronic Kidney Disease, Diabetes, and improved Medication Adherence⁽¹⁾
- ➔ **Thousands** of clinicians currently using CA generated insights to care for **Tens of Thousands** of patients

Clover Home Care

- ➔ Targeting **High Risk Members** with **~3,500** members in a home-based primary care model
- ➔ **High Impact** from home-based primary care with net savings of **~\$500** per engaged member per month driven by lower IP admissions, readmissions, and spend at end of life in CHC's In-Home primary care program
- ➔ **Positive Member Experience** with NPS scores **>90** demonstrating high member satisfaction

(1) "Clover Assistant Use and Diagnosis and Progression of Chronic Kidney Disease" www.cloverhealth.com/clinicalcare/ckd; "Clover Assistant Use and Diagnosis, Treatment, and Progression of Diabetes" www.cloverhealth.com/clinicalcare/diabetes; "Clover Assistant Use and Medication Adherence for Common Chronic Conditions" www.cloverhealth.com/clinicalcare/medadherence

Clover Assistant: Creating the Software-Powered Physician

Earlier Diagnosis Leads to Earlier Treatment

Example: Chronic Kidney Disease

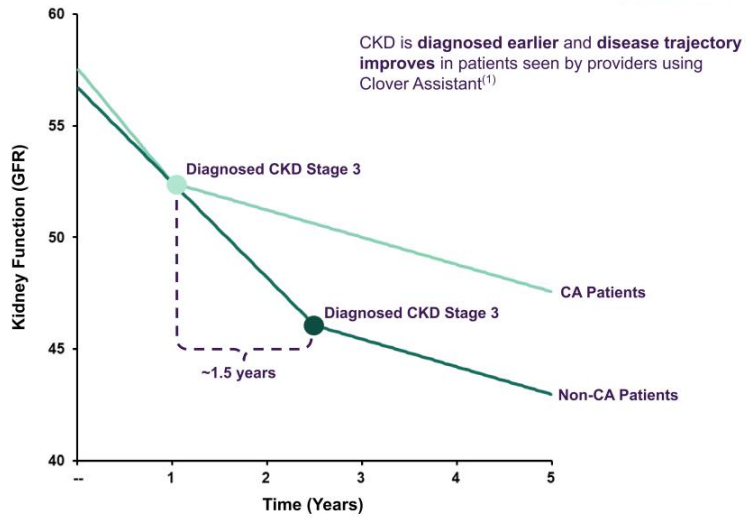
Chronic Kidney Disease

Does the patient have any of the following?

- Stage 1 (GFR > 90)
- Stage 2 (GFR 60-89)
- Stage 3 (GFR 30-59)
- 3A (GFR 45-59)
- 3B (GFR 30-44)

Patients with CKD stage 3 and higher order a PTH?

- PTH ordered



Note: Kidney Function measured via GFR (Glomerular Filtration Rate).
(1) "Clover Assistant Use and Diagnosis and Progression of Chronic Kidney Disease" www.cloverhealth.com/clinical-care/ckd

Earlier Diagnosis Leads to Earlier Treatment

Example: Diabetes

*** Diabetes**

Supporting evidence

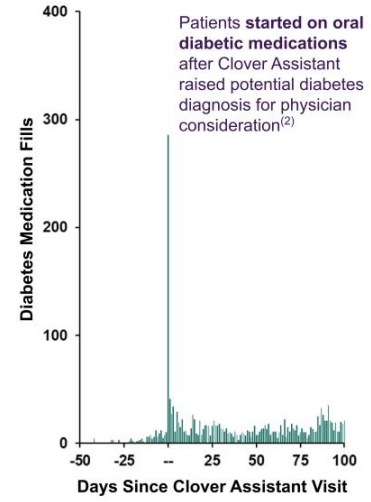
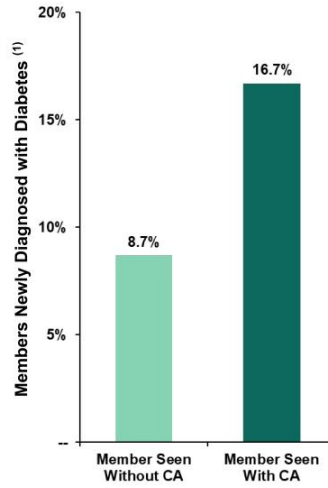
Labs

HbA1c/Total Hgb, Blood

6.6% 🔴 High

Hailey Dunn

07/25/2023



Note: This slide reflects our examination of data from Clover Health members who had no previously recorded diagnosis of diabetes, were flagged by the 'at-risk' algorithm in Clover Assistant, and where the clinician had a visit informed by Clover Assistant data (2018 - 2022) and the clinician confirmed diabetes.

(1) Represents percentage (%) of pre-existing diagnoses similar in the two groups.

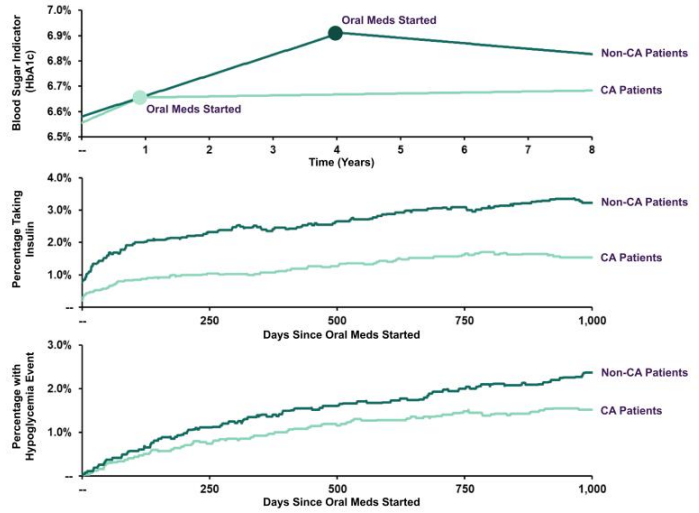
(2) "Clover Assistant Use and Diagnosis, Treatment, and Progression of Diabetes" www.cloverhealth.com/clinicalcare/diabetes

Earlier Diabetes Treatment Leads to:

Better Management of Blood Sugar⁽¹⁾

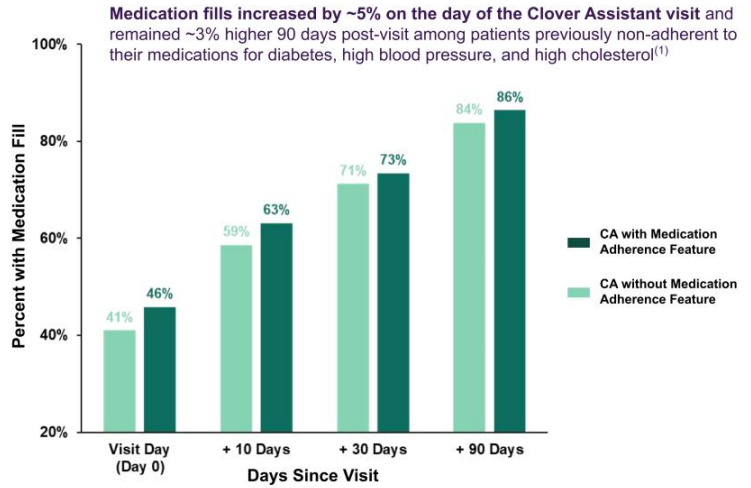
Lower Use of Insulin⁽¹⁾

Lower Instances of Hypoglycemia⁽¹⁾



Note: This slide reflects our examination of data from Clover Health members who had no previously recorded diagnosis of diabetes, were flagged by the 'at-risk' algorithm in Clover Assistant, and where the clinician had a visit informed by Clover Assistant data (2018 - 2022) and the clinician confirmed diabetes.
 (1) "Clover Assistant Use and Diagnosis, Treatment, and Progression of Diabetes" www.cloverhealth.com/clinicalcare/diabetes

Clover Assistant Correlated with Improved Medication Adherence



Note: Analyses examined data from Clover Health Medicare Advantage plan members from 2018, 2019, 2022, and 2023. We intentionally excluded data from 2020 and 2021 to minimize the impact of the COVID-19 pandemic's disruption of the healthcare system, including medication-related behaviors.
 (1) "Clover Assistant Use and Medication Adherence for Common Chronic Conditions" www.cloverhealth.com/clinicalcare/medicationadherence

Looking Forward

Goals for 2024 and Beyond



Q&A

Appendix



About Non-GAAP Financial Measures

CLOVER HEALTH INVESTMENTS, CORP. AND SUBSIDIARIES
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES
ADJUSTED EBITDA (NON-GAAP) RECONCILIATION
(in thousands)⁽¹⁾

	Years ended December 31,	
	2022	2021
Net loss:	\$ (338,844)	\$ (587,756)
Adjustments		
Interest expense	1,333	3,193
Amortization of notes and securities discount	30	13,717
Depreciation and amortization	1,187	1,246
Change in fair value of warrants	(900)	(66,146)
Loss (gain) on investment	(9,217)	—
Stock-based compensation expense	164,305	163,723
Premium deficiency reserve (benefit) expense	(94,240)	110,628
(Benefits) expenses and other income attributable to Seek Insurance Services, Inc.	655	14,036
Expenses attributable to Character Biosciences, Inc.	357	3,622
Gain on extinguishment of note payable	\$ (23,326)	\$ —
Adjusted EBITDA (non-GAAP)	\$ (298,660)	\$ (343,737)

(1) In addition to U.S. Generally Accepted Accounting Principles ("GAAP") financial measures, this presentation includes certain non-GAAP financial measures including Adjusted EBITDA. These non-GAAP financial measures are provided to enhance the reader's understanding of Clover Health's past financial performance and our prospects for the future. Non-GAAP financial measures are supplemental to and should not be considered a substitute for financial information presented in accordance with GAAP and should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP. Note that Adjusted EBITDA for 2021 and 2022 above does not reflect the revised definition of Adjusted EBITDA as disclosed in the May 9, 2023 earnings press release.

