

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

Clover Health Investments, Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

98-1515192
(I.R.S. Employer
Identification No.)

**3401 Mallory Lane, Suite 210
Franklin, Tennessee 37067**
(Address of Principal Executive Offices) (Zip Code)

**Clover Health Investments, Corp. 2020 Equity Incentive Plan
Clover Health Investments, Corp. 2020 Employee Stock Purchase Plan**
(Full title of the plans)

Andrew Toy
Chief Executive Officer
Clover Health Investments, Corp.
3401 Mallory Lane, Suite 210
Franklin, Tennessee 37067
(201) 432-2133
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Amy L. Blackman, Esq.
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, NY 10004-1980
(212) 859-8000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the "Registration Statement") is being filed by Clover Health Investments, Corp. (the "Registrant") with the Securities and Exchange Commission (the "Commission") to register 26,637,437 additional shares of Class A common stock under the Registrant's 2020 Equity Incentive Plan, and 3,839,987 additional shares of Class A common stock under the Registrant's 2020 Employee Stock Purchase Plan, pursuant to the provisions of those plans providing for an automatic increase in the number of shares reserved for issuance under such plans.

Pursuant to General Instruction E of Form S-8, this Registration Statement incorporates by reference the contents of the Registrant's Registration Statement on Form S-8 filed with the Commission on April 1, 2021 (Registration No. 333-254947) and the contents of the Registrant's Registration Statement on Form S - 8 filed with the Commission on March 9, 2022 (Registration No. 333-263401), including all attachments and exhibits thereto, except to the extent, supplemented, amended or superseded by the information set forth herein.

Item 8. Exhibits.

The following exhibits are filed herewith:

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
5.1*	Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP.					X
23.1*	Consent of Ernst & Young LLP, independent registered public accounting firm of Clover Health Investments, Corp.					X
23.2*	Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 5.1 to this Registration Statement)					X
24.1*	Power of Attorney (included on the signature page of this Registration Statement)					X
99.1	Clover Health Investments, Corp. 2020 Equity Incentive Plan (incorporated by reference to Exhibit 10.4 of the Registrant's Form 8-K filed (File No. 001-39252) with the Commission on January 12, 2021)	8-K	001-39252	10.4	1/12/21	
99.2	Clover Health Investments, Corp. 2020 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.5 of the Registrant's Form 8-K filed (File No. 001-39252) with the Commission on January 12, 2021)	8-K	001-39252	10.5	1/12/21	
107*	Calculation of Filing Fee Table					X

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Franklin, State of Tennessee, on March 9, 2023.

Clover Health Investments, Corp.

By: /s/ Andrew Toy
Name: Andrew Toy
Title: Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Clover Health Investments, Corp., hereby severally constitute and appoint Andrew Toy, Scott Leffler, and Joseph Martin, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Clover Health Investments, Corp. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
<hr/> /s/ Andrew Toy Andrew Toy	Chief Executive Officer <i>(Principal Executive Officer)</i> and director	March 9, 2023
<hr/> /s/ Scott J. Leffler Scott J. Leffler	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 9, 2023
<hr/> /s/ Vivek Garipalli Vivek Garipalli	Director and Executive Chair	March 9, 2023
<hr/> /s/ Chelsea Clinton Chelsea Clinton	Director	March 9, 2023
<hr/> /s/ Carladenise Armbrister Edwards Carladenise Armbrister Edwards	Director	March 9, 2023
<hr/> /s/ Demitrios L. Kouzoukas Demitrios L. Kouzoukas	Director	March 9, 2023
<hr/> /s/Anna U. Loengard Anna U. Loengard	Director	March 9, 2023
<hr/> /s/ William G. Robinson, Jr. William G. Robinson, Jr.	Director	March 9, 2023
<hr/> /s/ Lee A. Shapiro Lee A. Shapiro	Director	March 9, 2023

Calculation of Filing Fee Tables

**Form S-8
(Form Type)**

**Clover Health Investments, Corp.
(Exact Name of Registrant as Specified in its Charter)**

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, \$0.0001 par value per share						
	– Reserved for future issuance under the Clover Health Investments, Corp. 2020 Equity Incentive Plan	Rule 457(c) and Rule 457(h)	26,637,437 ⁽²⁾	\$1.01 ⁽³⁾	\$26,903,811	\$110.20	\$2,965
	– Reserved for future issuance under the Clover Health Investments, Corp. 2020 Employee Stock Purchase Plan	Rule 457(c) and Rule 457(h)	3,839,987 ⁽⁴⁾	\$0.86 ⁽⁵⁾	\$3,302,389	\$110.20	\$364
Total Offering Amounts						\$30,206,200	\$3,329
Total Fee Offsets							\$0
Net Fee Due							\$3,329

[Letterhead of Fried, Frank, Harris, Shriver & Jacobson LLP]

March 9, 2023

Clover Health Investments, Corp.
3401 Mallory Lane, Suite 210
Franklin, Tennessee 30767

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Clover Health Investments, Corp., a Delaware corporation (the “*Company*”), in connection with the Company’s Registration Statement on Form S-8 (together with any amendments thereto, the “*Registration Statement*”) filed with the Securities and Exchange Commission (the “*Commission*”) under the Securities Act of 1933, as amended (the “*Securities Act*”), relating to the registration of an aggregate of 30,477,424 shares (the “*Shares*”) of the Company’s Class A common stock, par value \$0.0001 per share, consisting of (i) 26,637,437 Shares issuable under the Clover Health Investments, Corp. 2020 Equity Incentive Plan (the “*2020 Plan*”) and (ii) 3,839,987 Shares issuable under the Clover Health Investments, Corp. 2020 Employee Stock Purchase Plan (the “*ESPP*” and, together with the 2020 Plan, the “*Plans*”). With your permission, all assumptions and statements of reliance herein have been made without any independent investigation or verification on our part and we express no opinion with respect to the subject matter or accuracy of such assumptions or items relied upon.

In connection with this opinion, we have (i) investigated such questions of law, (ii) examined the originals or certified, conformed, electronic or reproduction copies of such agreements, instruments, documents and records of the Company, such certificates of public officials and such other documents and (iii) received such information from officers and representatives of the Company and others as we have deemed necessary or appropriate for the purposes of this opinion.

In all such examinations, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of original and certified documents and the conformity to original or certified documents of all copies submitted to us as conformed, electronic or reproduction copies. As to various questions of fact relevant to the opinion expressed herein, we have relied upon, and assume the accuracy of, certificates and oral or written statements and other information of or from public officials and officers and representatives of the Company.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares registered pursuant to the Registration Statement to be issued by the Company have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Plans, as applicable, and the applicable award agreement, for consideration in an amount at least equal to the par value of such Shares, will be validly issued, fully paid and nonassessable.

The opinion expressed herein is limited to the applicable provisions of the General Corporation Law of the State of Delaware, as currently in effect, and no opinion is expressed with respect to any other laws or any effect that such other laws may have on the opinion expressed herein. The opinion expressed herein is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated herein. We undertake no responsibility to update or supplement this letter after the effectiveness of the Registration Statement.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Fried, Frank, Harris, Shriver & Jacobson LLP

FRIED, FRANK, HARRIS, SHRIVER & JACOBSON LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) dated March 9, 2023 pertaining to the 2020 Equity Incentive Plan and 2020 Employee Stock Purchase Plan of Clover Health Investments, Corp. of our reports dated March 1, 2023, with respect to the consolidated financial statements of Clover Health Investments, Corp. and the effectiveness of internal control over financial reporting of Clover Health Investments, Corp. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, NY

March 9, 2023