

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-1
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)

6324

(Primary Standard Industrial
Classification Code Number)

98-1515192

(I.R.S. Employer
Identification Number)

3401 Mallory Lane, Suite 210
Franklin, Tennessee 37067

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Vivek Garipalli
Chief Executive Officer

3401 Mallory Lane, Suite 210
Franklin, Tennessee 37067
Telephone: (201) 432-2133

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Stephen Thau, Esq.
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The Orrick Building
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Clover Health Investments, Corp.
3401 Mallory Lane, Suite 210
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(201) 432-2133

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Menlo Park, California 94025
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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-261078)

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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.

This post-effective amendment shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(d) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

Pursuant to Rule 462(d) under the Securities Act of 1933, as amended, Clover Health Investments, Corp. (the “Registrant”) is filing this Post-Effective Amendment No. 1 (the “Amendment”) to the Registrant’s [Registration Statement on Form S-1 \(File No. 333-261078\)](#), which the Registrant filed with the Securities and Exchange Commission (the “Commission”) on November 15, 2021, and which the Commission declared effective on November 17, 2021. The Registrant is filing this Amendment for the sole purpose of replacing Exhibit 5.1 to the Registration Statement. This Amendment does not modify any provision of Part I or Part II of the Registration Statement other than Item 16(a) of Part II as set forth below.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits.

Exhibit No.	Exhibit title	Form	File No.	Incorporated by reference		Filed or furnished herewith
				Exhibit No.	Filing date	
5.1	Opinion of Orrick Herrington & Sutcliffe LLP					X
23.2	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1)					X
24.1	Power of Attorney	S-1	333-261078	24.1	11/15/2021	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Franklin, State of Tennessee, on November 17, 2021.

CLOVER HEALTH INVESTMENTS, CORP.

By: /s/ Vivek Garipalli
Vivek Garipalli
Chief Executive Officer

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
<u>/s/ Vivek Garipalli</u> Vivek Garipalli	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	November 17, 2021
<u>/s/ Mark C. Herbers</u> Mark C. Herbers	Interim Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	November 17, 2021
<u>*</u> Andrew Toy	President, Chief Technology Officer and Director	November 17, 2021
<u>*</u> Chelsea Clinton	Director	November 17, 2021
<u>*</u> Demetrios Kouzoukas	Director	November 17, 2021
<u>*</u> William G. Robinson, Jr.	Director	November 17, 2021
<u>*</u> Lee A. Shapiro	Director	November 17, 2021
<u>*</u> Nathaniel S. Turner	Director	November 17, 2021

By: /s/ Vivek Garipalli
Vivek Garipalli
Attorney-in-Fact



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November 17, 2021

Clover Health Investments, Corp.
5401 Mallory Lane, Suite 210
Franklin, Tennessee 37067

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We are acting as counsel for Clover Health Investments, Corp., a Delaware corporation (the "Company"), in connection with the registration statement on Form S-1 (No. 333-261078) filed by the Company with the Securities and Exchange Commission (the "Commission") on November 15, 2021 (the "Initial Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), and a registration statement on Form S-1 related thereto filed pursuant to Rule 462(b) promulgated under the Securities Act (the "462(b) Registration Statement") and, together with the Initial Registration Statement, the "Registration Statements"). The Registration Statements relate to the registration of 52,173,913 shares of Class A common stock of the Company (the "Firm Shares"), par value \$0.0001 per share, and 7,826,086 shares of Class A common stock of the Company, par value \$0.0001 per share, which may be purchased by the underwriters pursuant to an option to purchase additional shares (the "Optional Shares" and together with the Firm Shares, the "Shares"). We understand that the Shares are to be sold to the underwriters for resale to the public as described in the Initial Registration Statement and pursuant to an underwriting agreement, substantially in the form filed as an exhibit to the Initial Registration Statement, to be entered into by and among the Company and the underwriters (the "Underwriting Agreement").

In connection with rendering the opinion set forth below, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of instruments, documents, and records which we deemed relevant and necessary for the purpose of rendering our opinion set forth below. In such examination, we have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures, (b) the conformity to the originals of all documents submitted to us as copies, (c) the representations of officers and employees are correct as to questions of fact, (d) the Registration Statements have been declared effective or will become effective upon filing, as applicable, pursuant to the Securities Act and (e) a pricing committee of the board of directors will have taken action necessary to set the sale price of the Shares.

Our opinion herein is limited to the General Corporation Law of the State of Delaware.

Based upon the foregoing, we are of the opinion that the Shares to be issued and sold by the Company have been duly authorized and, when such Shares are issued and paid for in

accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to an amendment to the Initial Registration Statement, and we further consent to the use of our name under the caption “Legal Matters” in the Initial Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder, nor do we thereby admit that we are “experts” within the meaning of such term as used in the Securities Act with respect to any part of the Registration Statements, including this opinion letter as an exhibit or otherwise.

Very truly yours,

/s/ ORRICK, HERRINGTON & SUTCLIFFE LLP

ORRICK, HERRINGTON & SUTCLIFFE LLP