

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

1. Name and Address of Reporting Person* <u>Palihapitiya Chamath</u>  (Last) (First) (Middle) C/O 317 UNIVERSITY AVE, SUITE 200  (Street) PALO ALTO CA 94301  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CLOVER HEALTH INVESTMENTS, CORP.</u> <u>/DE [ CLOV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 07/07/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	07/07/2021		J <sup>(1)</sup>		20,500,000	D	(1)	0	I	By SCH Sponsor III LLC <sup>(2)</sup>
Class A Common Stock	08/16/2021		M		2,245,980 <sup>(3)</sup>	A	(3)	29,158,480 <sup>(4)</sup>	I	By ChaChaCha SPAC C LLC <sup>(5)</sup>
Class A Common Stock	08/20/2021		J <sup>(6)</sup>		750,000	D	\$0.00	28,408,480	I	By ChaChaCha SPAC C LLC <sup>(5)</sup>
Class A Common Stock	11/22/2021		P		1,739,130	A	\$5.75	1,739,130	I	By SC Ventures Holdings, LLC <sup>(7)</sup>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants	\$11.5	07/07/2021		J <sup>(1)</sup>			10,933,333	(8)	01/07/2026	Class A Common Stock	10,933,333	(1)	0	I	By SCH Sponsor III LLC <sup>(2)</sup>
Warrants	(3)	08/16/2021		M			9,020,000 <sup>(9)</sup>	(8)	01/07/2026	Class A Common Stock	2,245,980 <sup>(3)</sup>	(1)	0	I	By ChaChaCha SPAC C LLC <sup>(5)</sup>

1. Name and Address of Reporting Person\*  
Palihapitiya Chamath  
  
 (Last) (First) (Middle)  
 C/O 317 UNIVERSITY AVE, SUITE 200  
  
 (Street)  
 PALO ALTO CA 94301  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ChaChaCha SPAC C, LLC  
  
 (Last) (First) (Middle)  
 C/O 317 UNIVERSITY AVE, SUITE 200  
  
 (Street)  
 PALO ALTO CA 94301  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">SCH Sponsor III LLC</a>		
(Last)	(First)	(Middle)
<a href="#">C/O 317 UNIVERSITY AVE, SUITE 200</a>		
(Street)		
<a href="#">PALO ALTO</a>	<a href="#">CA</a>	<a href="#">94301</a>
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Reflects a distribution of securities by SCH Sponsor III LLC (the "Sponsor") made to its members on a pro rata basis.
2. Reflects securities held by the Sponsor. Messrs. Chamath Palihapitiya and Ian Osborne and ChaChaCha SPAC C LLC ("ChaChaCha") may be deemed to beneficially own the Issuer securities held by the Sponsor on the basis of their direct or indirect interests in the Sponsor or their shared control over the Sponsor, as the case may be. Each of Mr. Palihapitiya, Mr. Osborne and ChaChaCha disclaims beneficial ownership of the Issuer securities held by the Sponsor, except to the extent of such person's pecuniary interest therein.
3. These warrants were exercised in a "Make-Whole Exercise" prior to a redemption of such warrants by the Issuer. Pursuant to the terms of the warrants relating to a Make-Whole Exercise, the warrants held by ChaChaCha were exercised for 2,245,980 shares of Issuer common stock.
4. Includes shares of Issuer common stock received by ChaChaCha as part of a pro rata distribution from the Sponsor, which was exempt under Rules 16a-9 and 16a-13 under the Securities Exchange Act of 1934, as amended.
5. Reflects securities held by ChaChaCha. On the basis of Mr. Palihapitiya's relationship with ChaChaCha, Mr. Palihapitiya may be deemed a beneficial owner of the Issuer securities held by ChaChaCha. Mr. Palihapitiya disclaims beneficial ownership of the Issuer securities held by ChaChaCha, except to the extent of his pecuniary interest therein.
6. Reflects a distribution of shares by ChaChaCha for no value.
7. Reflects securities held by SC Ventures Holdings, LLC ("SC Ventures"). On the basis of Mr. Palihapitiya's relationship with SC Ventures, Mr. Palihapitiya may be deemed a beneficial owner of the Issuer securities held by SC Ventures. Mr. Palihapitiya disclaims beneficial ownership of the Issuer securities held by SC Ventures, except to the extent of his pecuniary interest therein.
8. These warrants were fully vested and exercisable.
9. Prior to the exercise of the warrants reported herein, these warrants were received by ChaChaCha as part of a pro rata distribution from the Sponsor, which was exempt under Rules 16a-9 and 16a-13 under the Securities Exchange Act of 1934, as amended.

**Remarks:**

FORMER CHIEF EXECUTIVE OFFICER AND DIRECTOR

[CHAMATH PALIHAPITIYA,](#) [11/24/2021](#)  
[By: /s/ Chamath Palihapitiya](#)  
[CHACHACHA SPAC C, LLC,](#)  
[By: /s/ Chamath Palihapitiya, as](#) [11/24/2021](#)  
[Manager](#)  
[SCH SPONSOR III LLC, By: /s/](#)  
[Chamath Palihapitiya, as Chief](#) [11/24/2021](#)  
[Executive Officer](#)

\*\* Signature of Reporting Person                      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**