SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Garipalli Vivek (Last) (First) (Middle) C/O CLOVER HEALTH INVESTMENTS, CORP. NOT APPLICABLE (Street) WILMINGTON DE 19801 (City) (State) (Zip)	CLOVER HEALTH INVESTMENTS, CORP. /DE [CLOV] 3. Date of Earliest Transaction (Month/Day/Year) 08/07/2025 4. If Amendment, Date of Original Filed (Month/Day/Year)	☑ Director ☑ 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) ☑ Form filed by One Reporting Person Form filed by More than One Reporting Person

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	08/07/2025		P		415,000	A	$2.24(1)	1,824,267	D	
Class A Common Stock	08/08/2025		P		31,980	A	$2.17(2)	1,856,247	D	

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				
Class B Common Stock	(3)							(3)	(3)	Class A Common Stock	6,904,343		6,904,343	D	
Class B Common Stock	(3)							(3)	(3)	Class A Common Stock	11,500,000		11,500,000	I	Held by Ceasar Clover, LLC(4)
Class B Common Stock	(3)							(3)	(3)	Class A Common Stock	72,084,543		72,084,543	I	Held by NJ Healthcare Investments, LLC(4)

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions at prices ranging from $2.16 to $2.32, inclusive. The Reporting Person undertakes to provide to Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the range set forth in this Footnote 1 to this Form 4.

2. The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions at prices ranging from $2.15 to $2.21, inclusive. The Reporting Person undertakes to provide to Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the range set forth in this Footnote 2 to this Form 4.

3. The Issuer's Class B Common Stock is convertible into shares of the Issuer's Class A Common Stock on a one-to-one basis at the option of the holders of the Issuer's Class B Common Stock at any time upon written notice to the Issuer, and automatically in the event of certain transfers, including, but not limited to, a transfer of shares to the Issuer.

4. The Reporting Person serves as the sole manager of each of NJ Healthcare Investments, LLC and Caesar Clover, LLC.

Remarks:

/s/Peter J. Rivas as attorney-in-fact for Vivek Garipalli — 08/08/2025

** 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.