

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Hicks Terry</u>  (Last) (First) (Middle) 6220 AMERICA CENTER DRIVE  (Street) SAN JOSE CA 95002  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>McAfee Corp. [ MCFE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  See Remarks	
	3. Date of Earliest Transaction (Month/Day/Year) 01/19/2021		
	4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	01/19/2021		M		17,772	A	(1)	17,772	D	
Class A Common Stock	01/19/2021		F		6,514	D	\$18.51(2)	11,258	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
Restricted Stock Units	(3)	01/19/2021		M			9,865	(4)	(4)	Class A Common Stock	9,865	\$0.00	69,079	D	
Restricted Stock Units	(3)	01/19/2021		M			2,059	(5)	(5)	Class A Common Stock	2,059	\$0.00	14,437	D	
Restricted Stock Units	(3)	01/19/2021		M			5,848	(6)	(6)	Class A Common Stock	5,848	\$0.00	64,328	D	
Restricted Stock Units	(3)	01/20/2021		A		150,000		(7)	(7)	Class A Common Stock	150,000	\$0.00	150,000	D	
Restricted Stock Units	(3)	01/20/2021		A		31,364		(7)	(7)	Class A Common Stock	31,364	\$0.00	31,364	D	
Restricted Stock Units	(3)	01/20/2021		A		9,540		(7)	(7)	Class A Common Stock	9,540	\$0.00	9,540	D	
Management Incentive Units	\$6.021	01/20/2021		A		794,916		(8)(9)	(8)	Class A Common Stock	794,916	\$0.00	794,916	D	

**Explanation of Responses:**

- Reflects shares of the Issuer's Class A common stock received upon vesting of an equal number of restricted stock units ("RSUs").
- Reflects withholding of shares of the Issuer's Class A common stock upon vesting of RSUs to satisfy the Reporting Person's tax withholding obligation, based on the last reported sale price of the Issuer's Class A common stock on January 15, 2021.
- Each RSU represents a contingent right to receive one share of the Issuer's Class A common stock.
- The remaining RSUs vest in seven equal quarterly installments beginning on March 31, 2021.
- The remaining RSUs vest in seven equal quarterly installments beginning on March 31, 2021.
- The remaining RSUs vest in eleven equal quarterly installments beginning on March 31, 2021.
- On January 20, 2021, the Issuer amended the terms of previously granted performance-based RSUs. As amended, these RSUs vest (i) in full upon the satisfaction of certain performance criteria related returns achieved by certain of the Issuer's stockholders (inclusive of dividends) or (ii) if such performance criteria have not been satisfied prior thereto, in three equal annual installments beginning on October 21, 2021.
- Reflects Management Incentive Units of Foundation Technology Worldwide LLC ("MIUs") which are profits interests that are economically similar to stock-settled stock options. Vested MIUs are exchangeable, at the holder's election, for a number of shares of Class A Common Stock equal in value to the "spread value" represented by the excess of the value of shares of Class A Common Stock at the time of exchange above the "return threshold" associated with the MIUs, multiplied by the number of MIUs being exchanged. The number reflected in Table II reflects the number of MIUs held by the Reporting Person. The MIUs do not have an expiration date.
- On January 20, 2021, the Issuer amended the terms of previously granted performance-based MIUs. As amended, these MIUs vest (i) in full upon the satisfaction of certain performance criteria related returns achieved by certain of the Issuer's stockholders (inclusive of dividends) or (ii) if such performance criteria have not been satisfied prior thereto, in three equal annual installments beginning on October 21, 2021.

**Remarks:**

Executive Vice President and General Manager, Consumer Business. Mr. Ross is signing on behalf of the Reporting Person pursuant to a Limited Power of Attorney dated October 21 2020, which was previously filed with the Securities and Exchange Commission.

/s/ Jared Ross, as Attorney-in-Fact

01/21/2021

\*\* 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.

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