

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Kornegay Christine Beseda</u>			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 _____ Officer (give title below) _____ Other (specify below) _____ <b>Chief Accounting Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/19/2021</u>			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		
6220 AMERICA CENTER DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	CA	95002						
(City)	(State)	(Zip)						

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	01/19/2021		M		6,419	A	(1)	37,431	D	
Class A Common Stock	01/19/2021		F		1,907	D	\$18.51(2)	35,524	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					
Restricted Stock Units	(3)	01/19/2021		M		4,579	(4)	(4)	Class A Common Stock	4,579	\$0.00	32,057	D	
Restricted Stock Units	(3)	01/19/2021		M		206	(5)	(5)	Class A Common Stock	206	\$0.00	1,442	D	
Restricted Stock Units	(3)	01/19/2021		M		1,424	(6)	(6)	Class A Common Stock	1,424	\$0.00	18,504	D	
Restricted Stock Units	(3)	01/19/2021		M		210	(7)	(7)	Class A Common Stock	210	\$0.00	1,894	D	
Restricted Stock Units	(3)	01/20/2021		A		57,483	(8)	(8)	Class A Common Stock	57,483	\$0.00	57,483	D	
Restricted Stock Units	(3)	01/20/2021		A		15,789	(8)	(8)	Class A Common Stock	15,789	\$0.00	15,789	D	
Restricted Stock Units	(3)	01/20/2021		A		3,301	(8)	(8)	Class A Common Stock	3,301	\$0.00	3,301	D	
Class A Stock Option	\$20	01/20/2021		A		22,014	(9)	10/21/2030	Class A Common Stock	22,014	\$0.00	22,014	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 thirteen equal quarterly installments beginning on March 31, 2021.
- The remaining RSUs vest in nine 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.
- On January 20, 2021, the Issuer amended the terms of previously granted performance-based options to purchase the Issuer's Class A common stock. As amended, these options 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:**

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

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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