

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>TPG Group Holdings (SBS) Advisors, Inc.</u> <hr/> (Last) (First) (Middle) C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 <hr/> (Street) FORT WORTH TX 76102 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/22/2020	3. Issuer Name and Ticker or Trading Symbol <u>McAfee Corp. [ MCFE ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	67,880,532	I	See Explanation of Responses <sup>(1)(2)(3)(5)(6)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class A Unit and Class B Common Stock <sup>(2)(4)</sup>	(4)	(4)	Class A Common Stock	59,177,635	(4)	I	See Explanation of Responses <sup>(1)(2)(5)(6)</sup>

1. Name and Address of Reporting Person* <u>TPG Group Holdings (SBS) Advisors, Inc.</u> <hr/> (Last) (First) (Middle) C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 <hr/> (Street) FORT WORTH TX 76102 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>BONDERMAN DAVID</u> <hr/> (Last) (First) (Middle) C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 <hr/> (City) (State) (Zip)
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(Street)		
FORT WORTH TX		76102
_____		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>COULTER JAMES G</u>		
_____		
(Last)	(First)	(Middle)
C/O TPG GLOBAL, LLC		
301 COMMERCE STREET, SUITE 3300		
_____		
(Street)		
FORT WORTH TX		76102
_____		
(City)	(State)	(Zip)

**Explanation of Responses:**

- David Bonderman and James G. Coulter are sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. (together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the sole member of TPG Group Holdings (SBS) Advisors, LLC, which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole (i) member of TPG Holdings II-A, LLC and (ii) shareholder of TPG Holdings III-A, Inc.
- TPG Holdings II-A, LLC is the general partner of TPG Holdings II, L.P., which is the general partner of TPG VII Manta GenPar Advisors, LLC, which is the general partner of TPG VII Manta GenPar, L.P., which is the general partner of each of (i) TPG VII Manta Blocker Co-Invest I, L.P. ("TPG Co-Invest"), which directly holds 28,215,867 shares of Class A common stock ("Class A Shares") of McAfee Corp. (the "Issuer"), (ii) TPG VII Manta AIV I, L.P. ("TPG AIV I"), which directly holds 31,108,473 Class A Shares, (iii) TPG VII Manta AIV Co-Invest, L.P. ("TPG AIV Co-Invest"), which directly holds (a) 213,376 Class A Shares and (b) 4,054,159 Class A units ("Common Units") of Foundation Technology Worldwide LLC and an equal number of shares of Class B common stock ("Class B Shares") of the Issuer, and (iv) TPG VII Manta Holdings II, L.P. ("TPG Manta Holdings II"), which directly holds (a) 2,901,232 Class A Shares and (b) 55,123,476 Common Units and an equal number of Class B Shares.
- TPG Holdings III-A, Inc. is the general partner of TPG Holdings III-A, L.P., which is the general partner of TPG Holdings III, L.P., which is the sole member of TPG GenPar VII SBS SA I Advisors, LLC, which is the general partner of TPG GenPar VII SBS SA I, L.P., which is the general partner of TPG VII Side-by-Side Separate Account I, L.P. (together with TPG Co-Invest, TPG AIV I, TPG AIV Co-Invest and TPG Manta Holdings II, the "TPG Funds"), which directly holds 5,441,584 Class A Shares.
- Pursuant to the Second Amended and Restated Limited Liability Company Agreement of Foundation Technology Worldwide LLC, as amended, each of TPG AIV Co-Invest and TPG Manta Holdings II may exchange all or a portion of its Common Units (together with an equal number of Class B Shares) for Class A Shares on a one-for-one basis, subject to customary adjustments, or, at the option of the Issuer, cash (based on the then-market value of the Class A Shares).
- Because of the relationship between the Reporting Persons and the TPG Funds, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds. Each TPG Fund and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such TPG Fund's or such Reporting Person's pecuniary interest therein, if any.
- Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

**Remarks:**

- The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act. 8. Gerald Neugebauer is signing on behalf of both Messrs. Bonderman and Coulter pursuant to authorization and designation letters dated February 26, 2020, which were previously filed with the Securities and Exchange Commission.

<u>/s/ Michael LaGatta, Vice President, TPG Group Holdings (SBS) Advisors, Inc. (Z)</u>	<u>10/22/2020</u>
<u>/s/ Gerald Neugebauer, on behalf of David Bonderman (Z)(8)</u>	<u>10/22/2020</u>
<u>/s/ Gerald Neugebauer, on behalf of James G. Coulter (Z)(8)</u>	<u>10/22/2020</u>
** 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 5 (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.**