

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>Leav Peter</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2022			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) SAN JOSE 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/01/2022		C		252,464	A	(1)	2,163,016	D	
Class A Common Stock	03/01/2022		C		1,098,781	A	(2)	3,261,797	D	
Class A Common Stock	03/01/2022		A		329,285 ⁽³⁾	A	\$0.00	3,591,082	D	
Class A Common Stock	03/01/2022		D ⁽⁴⁾		3,591,082	D	(4)	0	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
Class A Unit and Class B Common Stock	(1)(5)	03/01/2022		C		252,464	(5)	(5)		Class A Common Stock	252,464	(1)	0	D	
Management Incentive Units	(2)(6)	03/01/2022		C		1,249,636	(6)	(6)		Class A Common Stock	1,098,781	(2)	0	D	

Explanation of Responses:

- On March 1, 2022, the Reporting Person exchanged 252,464 Class A units ("Common Units") of Foundation Technology Worldwide LLC (together with an equal number of shares of Class B common stock ("Class B Shares")), for shares of Class A common stock ("Class A Shares") on a one-for-one basis pursuant to that certain Merger Agreement, dated November 5, 2021, between the Issuer, Condor BidCo, Inc. and Condor Merger Sub, Inc. (the "Merger Agreement").
- On March 1, 2022, the Reporting Person exchanged 1,249,636 Management Incentive Units ("MIUs") of Foundation Technology Worldwide LLC for Class A Shares representing the "spread value" of such MIUs, as described in Footnote 6, pursuant to the Merger Agreement.
- Reflects Restricted Stock Units ("RSUs") underlying existing performance-based RSUs that were granted upon satisfaction of certain performance criteria. Each RSU represents a contingent right to receive one share of the Issuer's Class A Shares upon settlement.
- Certain of these securities are RSUs. The RSUs and Class A Shares were cancelled pursuant to the Merger Agreement in exchange for a cash payment of \$26.00 per share.
- Pursuant to the Second Amended and Restated Limited Liability Company Agreement of Foundation Technology Worldwide LLC, as amended, the Reporting Person 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).
- Reflects 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 Class A Shares equal in value to the "spread value" represented by the excess of the value of Class A Shares 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.

Remarks:

President and Chief Executive Officer. Effective upon completion of the merger on March 1, 2022, in accordance with the Merger Agreement, the Reporting Person ceased to be a director of the Issuer. 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 03/03/2022
 ** 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.