

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>Bhamidipati Venkat</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) 12/27/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/27/2021		C		37,444	A	(1)	898,049	D	
Class A Common Stock	12/27/2021		C		221,449	A	(2)	1,119,498	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)(3)	12/27/2021		C			37,444	(3)	(3)	Class A Common Stock	37,444	(1)	0	D	
Management Incentive Units	(2)(4)	12/27/2021		C			250,000	(4)	(4)	Class A Common Stock	221,449	(2)	550,000	D	

**Explanation of Responses:**

- On December 27, 2021, the Reporting Person exchanged 37,444 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.
- On December 27, 2021, the Reporting Person exchanged 250,000 Management Incentive Units ("MIUs") of Foundation Technology Worldwide LLC for 221,449 Class A Shares, representing the "spread value" of such MIUs, as described in Footnote 4.
- 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:**

Executive Vice President and Chief Financial Officer. 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 12/29/2021

\*\* 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.

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.