

| OMB APPROVAL                                 |           |
|--|-----------|
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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*<br><u>TPG GP A, LLC</u><br><br>(Last) (First) (Middle)<br>C/O TPG INC.<br>301 COMMERCE STREET, SUITE 3300<br><br>(Street)<br>FORT WORTH TX 76102<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>McAfee Corp. [ MCFE ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><b>Former 10% Owner and Director</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/01/2022              |   |
| 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 Indirect Beneficial Ownership (Instr. 4)   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price               |   |  |   |
| Class A Common Stock            | 03/01/2022                           |  | C                              |   | 57,607,138  | A          | (6)                 | 117,501,906   | I  | See Explanation of Responses <sup>(2)(3)(4)(7)(8)</sup> |
| Class A Common Stock            | 03/01/2022                           |  | J                              |   | 117,501,906   | D          | \$26 <sup>(1)</sup> | 0   | I  | See Explanation of Responses <sup>(2)(3)(4)(7)(8)</sup> |

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      | (5)(6)   | 03/01/2022                           |  | C                              |   | 57,607,138   | (5) | (5)  |                 | Class A Common Stock  | 57,607,138                                 | (6)  | 0   | I  | See Explanation of Responses <sup>(2)(3)(4)(7)(8)</sup> |

1. Name and Address of Reporting Person\*  
TPG GP A, LLC  
 (Last) (First) (Middle)  
 C/O TPG INC.  
 301 COMMERCE STREET, SUITE 3300  
 (Street)  
 FORT WORTH TX 76102  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BONDERMAN DAVID  
 (Last) (First) (Middle)  
 C/O TPG GLOBAL, LLC  
 301 COMMERCE STREET, SUITE 3300  
 (Street)  
 FORT WORTH TX 76102  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
COULTER JAMES G  
 (Last) (First) (Middle)  
 C/O TPG GLOBAL, LLC  
 301 COMMERCE STREET, SUITE 3300  
 (Street)

|  |         |          |
|--|---------|----------|
| FORT WORTH                               | TX      | 76102    |
| (City)                                   | (State) | (Zip)    |
| 1. Name and Address of Reporting Person* |         |          |
| <u>WINKELRIED JON</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:**

- The securities reported herein were disposed of pursuant to the Agreement and Plan of Merger, dated as of November 5, 2021 (the "Merger Agreement"), by and among McAfee Corp. (the "Issuer"), Condor BidCo, Inc. ("Parent"), and Condor Merger Sub, Inc., a wholly owned subsidiary of Parent ("Merger Subsidiary"), whereby the Merger Subsidiary merged with and into the Issuer (the "Merger"), with the Issuer surviving the Merger as a wholly owned subsidiary of Parent. At the effective time of the Merger (the "Effective Time") on March 1, 2022, each share of Class A common stock (a "Class A Share") of the Issuer outstanding immediately prior to the Effective Time was automatically converted into the right to receive \$26.00 in cash, subject to applicable withholding taxes.
- Each of David Bonderman, James G. Coulter and Jon Winkelried own entities that own TPG GP A, LLC (together with Messrs. Bonderman, Coulter and Winkelried, the "Reporting Persons"), which is the managing member of TPG Group Holdings (SBS) Advisors, LLC, which is the general partner of TPG Group Holdings (SBS), L.P., which holds 100% of the shares of Class B common stock (which represents a majority of the combined voting power of the common stock) of TPG Inc., which is the controlling shareholder of TPG GPCo, Inc., 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 Operating Group 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 held Class A Shares, (ii) TPG VII Manta AIV I, L.P. ("TPG AIV I"), which directly held Class A Shares, (iii) TPG VII Manta AIV Co-Invest, L.P. ("TPG AIV Co-Invest"), which directly held Class A units ("Common Units") of Foundation Technology Worldwide LLC and 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 held Common Units and 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 Operating Group 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 held 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 had the right to 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).
- Immediately prior to the Effective Time on March 1, 2022, pursuant to the terms of the Merger Agreement, TPG AIV Co-Invest and TPG Manta Holdings II exchanged 3,946,567 and 53,660,571 Common Units, respectively (together with an equal number of Class B Shares), for Class A Shares on a one-for-one basis.
- Because of the relationship between the Reporting Persons and the TPG Funds, the Reporting Persons may have been deemed to have beneficially owned 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:**

(9) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (10) 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. (11) Gerald Neugebauer is signing on behalf of Mr. Winkelried pursuant to the authorization and designation letter dated October 12, 2020, which was previously filed with the Securities and Exchange Commission.

/s/ Bradford Berenson, General Counsel, TPG GP A, LLC (9) 03/03/2022

/s/ Gerald Neugebauer, on behalf of David Bonderman (9) (10) 03/03/2022

/s/ Gerald Neugebauer, on behalf of James G. Coulter (9) (10) 03/03/2022

/s/ Gerald Neugebauer, on behalf of Jon Winkelried (9) (11) 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.**