

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) <u>01/19/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	01/19/2021		M		131,760	A	(1)	131,760	D	
Class A Common Stock	01/19/2021		F		57,556	D	\$18.51(2)	74,204	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
Restricted Stock Units	(3)	01/19/2021		M			131,760	(4)	(4)	Class A Common Stock	131,760	\$0.00	1,581,164	D	
Restricted Stock Units	(3)	01/20/2021		A		8,766		(4)	(4)	Class A Common Stock	8,766	(5)	1,589,930	D	
Restricted Stock Units	(3)	01/20/2021		A		2,479		(6)	(6)	Class A Common Stock	2,479	(5)	486,975	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 twelve equal quarterly installments beginning on March 31, 2021.
- These additional RSUs were granted pursuant to the terms of the Reporting Person's previously reported RSU awards in connection with the quarterly dividend paid to holders of record of the Issuer's Class A common stock as of December 24, 2020.
- These RSUs vest in sixteen equal quarterly installments beginning on December 31, 2020.

Remarks:

President, Chief Executive 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 01/21/2021

** 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.