

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* <u>Kornegay Christine Beseda</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) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ Chief Accounting Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2022</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)	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		A		8,800 ⁽¹⁾	A	\$0.00	146,610	D	
Class A Common Stock	03/01/2022		D ⁽²⁾		137,810	D	⁽²⁾	82,211	D	
Class A Common Stock	03/01/2022		D ⁽³⁾		82,211	D	⁽³⁾	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		Date Exercisable	Expiration Date						Title
Class A Stock Options	\$15.5	03/01/2022		D		22,004	⁽⁴⁾	10/21/2030	Class A Common Stock	22,004	⁽⁴⁾	0	D	
Class A Stock Options	\$15.5	03/01/2022		D		22,014	⁽⁵⁾	10/21/2030	Class A Common Stock	22,014	⁽⁵⁾	0	D	

Explanation of Responses:

- 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 that represented the Reporting Person's right to receive shares of Class A common stock of the Issuer. The RSUs and shares of Class A common stock were cancelled pursuant to that certain Merger Agreement, dated November 5, 2021, between the Issuer, Condor BidCo, Inc. and Condor Merger Sub, Inc. (the "Merger Agreement"), in exchange for a cash payment of \$26.00 per share (the "Merger Consideration").
- Includes RSUs that represent the Reporting Person's right to receive shares of Class A common stock of the Issuer. The RSUs were cancelled pursuant to the Merger Agreement in exchange for a cash award, which will remain subject to the same time-vesting terms and conditions that apply immediately prior to closing.
- This option, of which options to purchase 17,878 shares of Class A common stock of the Issuer were vested as of the date hereof and the remaining options vested in three quarterly installments beginning on March 31, 2022, was cancelled pursuant to the Merger Agreement in exchange for a cash award representing the difference between the exercise price of the option and the Merger Consideration, which will remain subject to the same time-vesting terms and conditions that apply immediately prior to the closing.
- This performance-based option, of which options to purchase 7,338 shares of Class A common stock of the Issuer were vested as of the date hereof and the remaining options vested (i) in full upon the satisfaction of certain performance criteria related returns achieved by certain of the Issuer's stockholders (inclusive of dividends) or (ii) in two equal annual installments beginning on October 31, 2022, was cancelled pursuant to the Merger Agreement in exchange for a cash award representing the difference between the exercise price of the option and the Merger Consideration.

Remarks:

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.