

| OMB APPROVAL | |
|----------------------------------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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>Intel Americas, Inc.</u> (Last) (First) (Middle) <u>C/O INTEL CORPORATION</u> <u>2200 MISSION COLLEGE BOULEVARD</u> (Street) <u>SANTA CLARA CA 95054</u> (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2022</u> | |
| 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 | | 169,742,322 | A | \$0.00 | 175,439,153 | D ⁽¹⁾ | |
| Class A Common Stock | 03/01/2022 | | D ⁽²⁾ | | 175,439,153 | D | \$26 | 0 | D ⁽¹⁾ | |

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 |
| FTW Class A Unit | (3) | 03/01/2022 | | C ⁽⁴⁾ | | | 169,742,322 | (3) | (3) | Class A Common Stock | 169,742,322 | (3) | 0 | D ⁽¹⁾ | |

| |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person* <u>Intel Americas, Inc.</u> (Last) (First) (Middle) <u>C/O INTEL CORPORATION</u> <u>2200 MISSION COLLEGE BOULEVARD</u> (Street) <u>SANTA CLARA CA 95054</u> (City) (State) (Zip) |
| 1. Name and Address of Reporting Person* <u>INTEL CORP</u> (Last) (First) (Middle) <u>2200 MISSION COLLEGE BOULEVARD</u> (Street) <u>SANTA CLARA CA 95054</u> (City) (State) (Zip) |

Explanation of Responses:

- Intel Americas, Inc. directly holds and beneficially owns shares of Class A common stock ("Class A Shares") of McAfee Corp. (the "Issuer") and Class A units ("Class A Units") of Foundation Technology Worldwide LLC ("FTW") and an equal number of voting, non-equity shares of Class B common stock ("Class B Shares") of the Issuer, as reported herein. Intel Corporation may be deemed to beneficially own these securities due to its ownership of Intel Americas, Inc.
- On March 1, 2022, pursuant to the Agreement and Plan of Merger, dated as of November 5, 2021 (the "Merger Agreement"), by and among the Issuer, Condor BidCo, Inc., a Delaware corporation ("Parent"), and Condor Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Merger Subsidiary"), Merger Subsidiary merged with and into the Issuer (the "Merger"), with the Issuer surviving the Merger as a wholly owned subsidiary of Parent. Upon the effective time of the Merger (the "Effective Time"), each Class A Share outstanding immediately prior to the Effective Time (subject to certain exceptions) was automatically converted into the right to receive \$26.00 in cash, subject to applicable withholding taxes.
- Pursuant to the Second Amended and Restated Limited Liability Company Agreement of FTW, as amended, Intel Americas, Inc. may exchange all or a portion of its FTW Class A Units for Class A Shares on a one-for-one basis (whereupon an equal number of its Class B Shares will be cancelled), subject to customary adjustments, or, at the option of the Issuer, cash (based on the then-market value of the Class A Shares).
- On March 1, 2022, pursuant to the Merger Agreement and immediately prior to the Effective Time, all of Intel Americas, Inc.'s FTW Class A Units were exchanged for Class A Shares on a one-for-one basis (whereupon an equal number of its Class B Shares were cancelled).

Remarks:

The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Securities Exchange Act of 1934, as amended ("Exchange Act"). Intel Americas, Inc. has entered into a Stockholders Agreement with certain persons who are owners of more than 10% of the Issuer's outstanding Class A Shares and may be deemed a member of a "group" (as such term is used under Section 13(d) of the Exchange Act) with such persons. Pursuant to the Stockholders Agreement, Intel Americas, Inc. may designate up to two directors to serve on the Issuer's board of directors, subject to certain equity ownership requirements. On the basis of such designee's service on the Issuer's board of directors, for the purposes of Section 16 of the Exchange Act, each of Intel Corporation and Intel Americas, Inc. may be deemed a director by deputization with respect to the Issuer.

By: /s/ Tiffany D. Silva,

03/03/2022

[Corporate Secretary of Intel Americas, Inc.](#)

[By: /s/ Patrick Bombach, Assistant Secretary of Intel Corporation](#)

[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.