

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>THOMA BRAVO UGP, LLC</u> (Last) (First) (Middle) C/O THOMA BRAVO, L.P. 150 NORTH RIVERSIDE PLAZA, SUITE 2800 (Street) CHICAGO IL 60606 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>McAfee Corp.</u> [<u>MCFE</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/26/2020	
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	10/26/2020		S		408,340	D	\$18.9	18,852,120	I	See Explanation of Responses ⁽¹⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾

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	(3)	10/26/2020		J ⁽⁴⁾		470,263		(3)	(3)	Class A Common Stock	470,263	\$18.9	24,264,482	I	See Explanation of Responses ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾

1. Name and Address of Reporting Person*
THOMA BRAVO UGP, LLC
 (Last) (First) (Middle)
 C/O THOMA BRAVO, L.P.
 150 NORTH RIVERSIDE PLAZA, SUITE 2800
 (Street)
 CHICAGO IL 60606
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
THOMA BRAVO PARTNERS XII AIV, L.P.
 (Last) (First) (Middle)
 C/O THOMA BRAVO, L.P.
 150 NORTH RIVERSIDE PLAZA, SUITE 2800
 (Street)
 CHICAGO IL 60606
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
THOMA BRAVO FUND XII-A, L.P.
 (Last) (First) (Middle)
 C/O THOMA BRAVO, L.P.
 150 NORTH RIVERSIDE PLAZA, SUITE 2800
 (Street)
 CHICAGO IL 60606
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[THOMA BRAVO FUND XII AIV, L.P.](#)

(Last) (First) (Middle)

C/O THOMA BRAVO, L.P.
150 NORTH RIVERSIDE PLAZA, SUITE 2800

(Street)

CHICAGO IL 60606

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[THOMA BRAVO EXECUTIVE FUND XII AIV, L.P.](#)

(Last) (First) (Middle)

C/O THOMA BRAVO, L.P.
150 NORTH RIVERSIDE PLAZA, SUITE 2800

(Street)

CHICAGO IL 60606

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[THOMA BRAVO EXECUTIVE FUND XII-a AIV, L.P.](#)

(Last) (First) (Middle)

C/O THOMA BRAVO, L.P.
150 NORTH RIVERSIDE PLAZA, SUITE 2800

(Street)

CHICAGO IL 60606

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[THOMA BRAVO PARTNERS XII, L.P.](#)

(Last) (First) (Middle)

C/O THOMA BRAVO, L.P.
150 NORTH RIVERSIDE PLAZA, SUITE 2800

(Street)

CHICAGO IL 60606

(City) (State) (Zip)

Explanation of Responses:

1. Consists of 71,344 shares of Class A common stock ("Class A Shares") of McAfee Corp. (the "Issuer") directly held by Thoma Bravo Partners XII AIV, L.P. ("TB Partners XII AIV"), 17,603,384 Class A Shares directly held by Thoma Bravo Fund XII-A, L.P. ("TB Fund XII-A"), 1,156,028 Class A Shares directly held by Thoma Bravo Fund XII AIV, L.P. ("TB Fund XII AIV"), 11,312 Class A Shares directly held by Thoma Bravo Executive Fund XII AIV, L.P. ("TB Exec Fund XII AIV") and 10,052 Class A Shares directly held by Thoma Bravo Executive Fund XII-a AIV, L.P. ("TB Exec Fund XII-a AIV" and, collectively with each of the foregoing, the "TB Funds").
2. Consists of 2,364,188 Class A units ("Common Units") of Foundation Technology Worldwide LLC directly held by TB Partners XII AIV, 21,502,869 Common Units directly held by TB Fund XII AIV, 210,435 Common Units directly held by TB Exec Fund XII AIV and 186,990 Common Units directly held by TB Exec Fund XII-a AIV, in each case, together with an equal number of shares of Class B Common Stock ("Class B Shares") of the Issuer.
3. Pursuant to the Second Amended and Restated Limited Liability Company Agreement of Foundation Technology Worldwide LLC, as amended, each of TB Partners XII AIV, TB Fund XII AIV, TB Exec Fund XII AIV and TB Exec Fund XII-a AIV 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).
4. On October 26, 2020, TB Fund XII AIV, TB Exec Fund XII AIV and TB Exec Fund XII-a AIV sold an aggregate of 470,263 Common Units (together with an equal number of Class B Shares) to the Issuer at a price of \$18.90 per Common Unit/Class B Share.
5. TB Partners XII AIV is the general partner of each of TB Fund XII AIV, TB Exec Fund XII AIV and TB Exec Fund XII-a AIV, and Thoma Bravo Partners XII, L.P. ("TB Partners XII") is the general partner of TB Fund XII-A. Thoma Bravo UGP, LLC ("TB UGP") is the ultimate general partner of TB Partners XII AIV and TB Partners XII. Because of the relationships described in this footnote, TB UGP may be deemed to exercise voting and dispositive power with respect to the securities reported herein held by the TB Funds. Each TB Fund, TB Partners XII and TB UGP disclaims beneficial ownership of the securities reported herein, except to the extent of its pecuniary interest therein, if any.
6. 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.
7. The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

Remarks:

[/s/ Seth Boro, Managing Partner of Thoma Bravo UGP, LLC](#) 10/28/2020

[/s/ Seth Boro, Managing Partner of Thoma Bravo Partners XII AIV, L.P.](#) 10/28/2020

[/s/ Seth Boro, Managing Partner of Thoma Bravo Partners XII, L.P.](#) 10/28/2020

[/s/ Seth Boro, Managing Partner of Thoma Bravo Partners XII AIV, L.P., the general partner of Thoma Bravo Fund XII AIV, L.P.](#) 10/28/2020

[/s/ Seth Boro, Managing Partner of Thoma Bravo Partners XII AIV, L.P., the general partner of](#) 10/28/2020

[Thoma Bravo Executive Fund XII
AIV, L.P.](#)

[/s/ Seth Boro, Managing Partner
of Thoma Bravo Partners XII
AIV, L.P., the general partner of
Thoma Bravo Executive Fund
XII-a AIV, L.P.](#) [10/28/2020](#)

[/s/ Seth Boro, Managing Partner
of Thoma Bravo Partners XII,
L.P., the general partner of Thoma
Bravo Fund XII-A, L.P.](#) [10/28/2020](#)

** 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.