

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>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. Date of Event Requiring Statement (Month/Day/Year) 10/22/2020	3. Issuer Name and Ticker or Trading Symbol <u>McAfee Corp. [MCFE]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	19,260,460	I	See Explanation of Responses ⁽¹⁾⁽⁴⁾⁽⁵⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class A Units and Class B Common Stock ⁽²⁾⁽³⁾	(3)	(3)	Class A Common Stock	24,734,745	(3)	I	See Explanation of Responses ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾

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 124,428 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"), 17,958,640 Class A Shares directly held 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, 21,964,598 Common Units directly held by TB Fund XII AIV, 214,954 Common Units directly held by TB Exec Fund XII AIV and 191,005 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. 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.
5. 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:

(6) The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.

<u>/s/ Seth Boro, Managing Partner of Thoma Bravo UGP, LLC</u>	<u>10/22/2020</u>
<u>/s/ Seth Boro, Managing Partner of Thoma Bravo Partners XII AIV, L.P.</u>	<u>10/22/2020</u>
<u>/s/ Seth Boro, Managing Partner of Thoma Bravo Partners XII, L.P.</u>	<u>10/22/2020</u>
<u>/s/ Seth Boro, Managing Partner of Thoma Bravo Partners XII AIV, L.P., the general partner of Thoma Bravo Fund XII AIV, L.P.</u>	<u>10/22/2020</u>
<u>/s/ Seth Boro, Managing Partner of Thoma Bravo Partners XII AIV, L.P., the general partner of Thoma Bravo Executive Fund XII AIV, L.P.</u>	<u>10/22/2020</u>
<u>/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.</u>	<u>10/22/2020</u>
<u>/s/ Seth Boro, Managing Partner of Thoma Bravo Partners XII, L.P., the general partner of Thoma Bravo Fund XII-A, L.P.</u>	<u>10/22/2020</u>
** 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 5 (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.