

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* Seidman Becker Caryn (Last) (First) (Middle) 65 EAST 55TH STREET, 17TH FLOOR (Street) NEW YORK, NY 10022 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/30/2021	3. Issuer Name and Ticker or Trading Symbol Clear Secure, Inc. [YOU]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer	5. If Amendment, Date Original Filed (Month/Day/Year)
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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 B common stock (1) (2) (3) (4)	851,787	I	See footnote (4)
Class D common stock (2) (3) (4) (5) (6)	19,630,246	I	See footnote (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

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 of Derivative Security: 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			
Non-voting common units of Alclear Holdings, LLC (2) (3) (4) (5) (6)	(2)(3)(4)(5)(6)	(2)(3)(4)(5)(6)	Class B common stock and Class A common stock	19,630,246	\$ (2) (3) (4) (5) (6)	I	See footnote (4)
Restricted Stock Units (7)	(7)	(7)	Class A common stock	79,935	\$ (7)	D	
Performance Restricted Stock Units (8)	(8)	(8)	Class A common stock	2,405,831	\$ (8)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seidman Becker Caryn 65 EAST 55TH STREET, 17TH FLOOR NEW YORK, NY 10022	X	X	Chief Executive Officer	

Signatures

/s/ Matthew Levine, Attorney-in-Fact		06/30/2021
**Signature of Reporting Person		Date

Explanation of Responses:

* 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).

- (1) Shares of Class B common stock of the Issuer (?Class B Common Stock?) have 20 votes per share and economic rights (including rights to dividends and distributions upon liquidation).
- Pursuant to the terms of the Issuer's Certificate of Incorporation, each share of Class B Common Stock will automatically convert into a share of Class A common stock of the Issuer (?Class A Common Stock?) on a one-for-one basis, and each share of Class D common stock of the Issuer (?Class D Common Stock?) will automatically convert into a share of Class C common stock of the Issuer on a one-for-one basis (i) at the option of the holder, (ii) immediately prior to any sale or other transfer of such share to a person or entity that is not a member of the reporting person's permitted ownership group as described in the Issuer's Certificate of Incorporation, (iii) upon the fifth anniversary of the consummation of the Issuer's initial public offering, (iv) with respect to any shares of Class B Common Stock or Class D Common Stock held by the reporting person or any other person in the reporting person's permitted ownership group, (continued in FN3)
- (2) (continued from FN2) (a) such time as the reporting person is removed as a director from the board of directors of the Issuer with such reporting person's consent, (b) upon the violation of any material non-compete or non-solicitation covenants by the reporting person set forth in any written agreement entered into by the Issuer and the reporting person on or after the filing and effectiveness of the Issuer's Certificate of Incorporation, which violation is finally determined by a court of competent jurisdiction or (c) upon the death or disability (as defined in the Issuer's Certificate of Incorporation) of the reporting person or (v) if the reporting person and its permitted transferees cease to hold or control, in the aggregate, at least 25% of the aggregate shares of the Class B Common Stock and Class D Common Stock held by or subject to the voting control of such reporting person and its permitted transferees as of the consummation of the Issuer's initial public offering.
- (3) Alclear Investments, LLC is controlled by Ms. Seidman-Becker, its sole manager, who has dispositive control and voting control over the shares held by Alclear Investments, LLC.
- Pursuant to the terms of the Exchange Agreement, dated June 29, 2021, by and among the Issuer, Alclear Holdings, LLC (?Alclear?) and the equityholders of Alclear (the ?Exchange Agreement?), vested non-voting common units of Alclear (?Common Units?), together with a corresponding number of shares of Class D Common Stock, may
- (4) be exchanged for, at the Issuer's option, (i) shares of Class B Common Stock on a one-for-one basis or (ii) cash from a substantially concurrent public offering or private sale of shares of Class A Common Stock (based on the market price of the Class A Common Stock in such public offering or private sale). The exchange rights under the Exchange Agreement do not expire. A portion of the Common Units remain unvested until December 31, 2021.
- (5) Shares of Class D Common Stock have 20 votes per share but no economic rights (including rights to dividends and distributions upon liquidation) and are issued in an equal amount to the number of Common Units held.
- (6) Represents restricted stock units (?RSUs?), each of which represents a contingent right to receive a share of Class A Common Stock following the vesting date. The RSUs will vest on December 31, 2021, generally subject to the reporting person's continued service.
- Each performance restricted stock unit (?PSU?) represents a contingent right to receive a share of Class A Common Stock following the vesting date. The PSUs vest if and
- (7) when the Issuer's stock price achieves specified price per share targets over a five-year period of time following the closing of the Issuer's initial public offering, which is expected to close on July 2, 2021.

Remarks:

See Exhibit 24.1 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Power of Attorney

Know all by these presents, that the undersigned hereby constitutes and appoints each of the following officers of Clear Secure, Inc. (the "Company"):

- (i) Chief Executive Officer,
- (ii) Chief Financial Officer,
- (iii) General Counsel, and
- (iv) Controller

signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or holder of 10% or more of the registered class of securities of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of June, 2021.

By: /s/ Caryn Seidman-Becker
Name: Caryn Seidman-Becker

[Signature Page to Power of Attorney (Forms 3, 4 & 5)]