

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN 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* Alclear Investments, LLC		2. Issuer Name and Ticker or Trading Symbol Clear Secure, Inc. [YOU]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/05/2022		See Remarks
65 EAST 55TH STREET, 17TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year) 08/09/2022		
(Street) NEW YORK, NY 10022			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		
(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 B Common Stock (1) (2) (3) (4)								851,787 (1)	D	
Class D Common Stock (1) (3) (4) (5) (6)								19,630,246 (1)	D	

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

SEC 1474 (9-02)  
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### 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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		(A)	(D)						Date Exercisable
Non-voting common units of Alclear Holdings, LLC (1) (3) (4) (5) (6)	(1) (3) (4) (5) (6)						(1)(3)(4)(5)(6)	(1)(3)(4)(5)(6)	Class B Common Stock and Class A Common Stock		19,630,246	19,630,246	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alclear Investments, LLC 65 EAST 55TH STREET, 17TH FLOOR NEW YORK, NY 10022	X	X		See Remarks

## Signatures

/s/ Matthew Levine, Attorney-in-Fact		08/10/2022
<small>Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

\* 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).

On each of August 9, 2022 and August 10, 2022, a Form 4 was mistakenly filed on behalf of Alclear Investments, LLC reporting sales of shares of Class A common stock of the Issuer ("Class A Common Stock") pursuant to a Rule 10b5-1 trading plan. These sales were in fact made by Alclear Investments II, LLC. This Form 4 is being filed to report that Alclear Investments, LLC does not have a Rule 10b5-1 trading plan and that no such sales were made by Alclear Investments, LLC.

- (2) 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 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 FN4)
- (continued from FN3) (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
- (4) 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.
- 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 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.
- (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)

**Remarks:**

By virtue of its relationship with Ms. Caryn Seidman-Becker, the sole manager of Alclear Investments, LLC and an equityholder of Alclear Investments, LLC, the reporting person may be deemed to be director by deputization.

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

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