

**FORM 4**

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

| OMB APPROVAL                                   |           |
|--|-----------|
| OMB Number:                                    | 3235-0287 |
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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<br>Alclear Investments II, LLC |  | 2. Issuer Name and Ticker or Trading Symbol<br>Clear Secure, Inc. [YOU] |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>See Remarks |  |
| (Last) (First) (Middle)<br>65 EAST 55TH STREET, 17TH FLOOR             |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/08/2022          |  |  |  |
| (Street)<br>NEW YORK, NY 10022   |  | 4. If Amendment, Date Original Filed (Month/Day/Year)                   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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 A Common Stock            | 08/08/2022                           |  | S(1)                           |   | 201,909   | D          | \$ 28.32 (2) | 0 (3)   | D  |   |
| Class D Common Stock (4) (5)    | 08/10/2022                           |  | D(5)                           |   | 201,909   | D          | (5)          | 6,872,954   | D  |   |
| Class B Common Stock (5) (6)    | 08/10/2022                           |  | A(5)                           |   | 201,909   | A          | (5)          | 392,356   | D  |   |
| Class B Common Stock (3) (6)    | 08/10/2022                           |  | D(3)                           |   | 201,909   | D          | (3)          | 190,447   | D  |   |
| Class A Common Stock (3)        | 08/10/2022                           |  | A(3)                           |   | 201,909   | A          | (3)          | 0 (3)   | D  |   |

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

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.

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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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Non-voting common units of Alclear Holdings, LLC (4) | (5)  | 08/10/2022                           |  | D(5)                           |   | 201,909   |     | (5)  | (5)             | Class B Common Stock and Class A Common Stock                 | 201,909                    | (5)  | 6,872,954  | D   |  |

**Reporting Owners**

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

**Signatures**

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

**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).
- (1) This transaction was automatically effected pursuant to a Rule 10b5-1 trading plan previously adopted.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$28.00 to \$28.68, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, and the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (3) Pursuant to the terms of the Issuer's Certificate of Incorporation, each share of Class B Common Stock of the Issuer ("Class B Common Stock") was converted into a share of Class A Common Stock of the Issuer ("Class A Common Stock") on a one-for-one basis. The resulting shares of Class A Common Stock were used to settle the sale transaction described above, and so after the transactions reported in this Form 4, no shares of Class A Common Stock are held.
- (4) Shares of Class D Common Stock of the Issuer ("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 non-voting common units ("Common Units") of Alclear Holdings, LLC ("Alclear") held.
- (5) Pursuant to the terms of the Exchange Agreement, dated June 29, 2021, by and among the Issuer, Alclear and the equityholders of Alclear (the "Exchange Agreement"), Common Units, together with a corresponding number of shares of Class D Common Stock, were exchanged for Class B Common Stock on a one-for-one basis. The exchange rights under the Exchange Agreement do not expire.
- (6) Shares of Class B Common Stock have 20 votes per share and economic rights (including rights to dividends and distributions upon liquidation).

**Remarks:**

By virtue of its relationship with Mr. Kenneth Cornick, the sole manager of Alclear Investments II, LLC and an equityholder of Alclear Investments II, LLC, the reporting person may be deemed to be a director by deputation.

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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