

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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>Cornick Kenneth L.</u> (Last) (First) (Middle) 65 E 55TH ST., 17TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Clear Secure, Inc. [YOU]</u> | 5. 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) President & CFO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 11/15/2022 | |
| 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 | 11/15/2022 | | S ⁽¹⁾ | | 123,228 | D | \$30.13 ⁽²⁾ | 0 ⁽³⁾ | I | See footnote ⁽⁴⁾ |
| Class D Common Stock ⁽⁵⁾⁽⁶⁾ | 11/17/2022 | | D ⁽⁶⁾ | | 123,228 | D | (6) | 6,576,079 | I | See footnote ⁽⁴⁾ |
| Class B Common Stock ⁽⁶⁾⁽⁷⁾ | 11/17/2022 | | A ⁽⁶⁾ | | 123,228 | A | (6) | 313,675 | I | See footnote ⁽⁴⁾ |
| Class B Common Stock ⁽³⁾⁽⁷⁾ | 11/17/2022 | | D ⁽³⁾ | | 123,228 | D | (3) | 190,447 | I | See footnote ⁽⁴⁾ |
| Class A Common Stock ⁽³⁾ | 11/17/2022 | | A ⁽³⁾ | | 123,228 | A | (3) | 0 ⁽³⁾ | I | See footnote ⁽⁴⁾ |
| Class A Common Stock | 11/16/2022 | | S ⁽¹⁾ | | 40 | D | \$30 | 0 ⁽³⁾ | I | See footnote ⁽⁴⁾ |
| Class D Common Stock ⁽⁵⁾⁽⁶⁾ | 11/17/2022 | | D ⁽⁶⁾ | | 40 | D | (6) | 6,576,039 | I | See footnote ⁽⁴⁾ |
| Class B Common Stock ⁽⁶⁾⁽⁷⁾ | 11/17/2022 | | A ⁽⁶⁾ | | 40 | A | (6) | 190,487 | I | See footnote ⁽⁴⁾ |
| Class B Common Stock ⁽³⁾⁽⁷⁾ | 11/17/2022 | | D ⁽³⁾ | | 40 | D | (3) | 190,447 | I | See footnote ⁽⁴⁾ |
| Class A Common Stock ⁽³⁾ | 11/17/2022 | | A ⁽³⁾ | | 40 | A | (3) | 0 ⁽³⁾ | I | See footnote ⁽³⁾ |
| Class A Common Stock | | | | | | | | 79,935 | I | By Family Revocable Trust |

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 | | | | | |
| Non-voting common units of Alclear Holdings, LLC ⁽⁶⁾ | (6) | 11/17/2022 | | D ⁽⁶⁾ | | | 123,228 | (6) | (6) | Class B Common Stock and Class A Common Stock | (6) | 6,576,079 | I | See footnote ⁽⁴⁾ |
| Non-voting common units of Alclear Holdings, LLC ⁽⁶⁾ | (6) | 11/17/2022 | | D ⁽⁶⁾ | | | 40 | (6) | (6) | Class B Common Stock and Class A Common Stock | (6) | 6,576,039 | I | See footnote ⁽⁴⁾ |

Explanation of Responses:

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 \$30.00 to \$30.81, 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 each of the sale transactions reported in this Form 4, and so after the transactions reported in this Form 4, no shares of Class A Common Stock are held.
4. Alclear Investments II, LLC is controlled by Mr. Cornick, its sole manager, who has dispositive control and voting control over the shares held by Alclear Investments II, LLC.
5. 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.
6. 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.
7. Shares of Class B Common Stock have 20 votes per share and economic rights (including rights to dividends and distributions upon liquidation).

Remarks:

/s/ Matthew Levine, Attorney-in-Fact 11/17/2022

** 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.

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