SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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

Foldman Jonathan J			. Date of Event Re Statement (Month/		3. Issuer Name and Ticker or Trading Symbol <u>Clear Secure, Inc.</u> [YOU]					
(Last) 85 10TH AVE. (Street) NEW YORK	(First) , 9TH FLOOR NY (State)	(Middle) 10011 (Zip)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (spec below) below) EVP, Powered by CLEAR		(N 6.	 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 		
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)						nt of Securities illy Owned (Instr. 4)	· · ·		4. Nature of Indirect Beneficial Ownership (Instr. 5)	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)			Expiration D	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities L Derivative Security (Instr. 4)		4. Conversio or Exercise	cise (D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiratior Date	n Title		Amount or Number of Shares	Price of Derivative Security	Indirect (I) (Instr. 5)	

Explanation of Responses:

Remarks:

See Exhibit 24.1 - Power of Attorney

No securities are beneficially owned.

/s/ Matthew Levine, Attorney-in-05/03/2023 Fact

** 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.

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,
- (iv) Controller, and
- (v) Secretary.

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 1st day of May, 2023.

By: /s/ Jonathan Feldman Name: Jonathan Feldman Title: EVP, Powered by CLEAR

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