# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, D.C. 20549**

# FORM 8-K/A

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 22, 2026**

# CLOVER HEALTH INVESTMENTS, CORP.

**(Exact name of Registrant as Specified in Its Charter)**

| **Delaware** | **001-39252** | **98-1515192** |
|---|---|---|
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| **Address Not Applicable**[(1)] | **Address Not Applicable**[(1)] |
|---|---|
| (Address of Principal Executive Offices) | (Zip Code) |

**Not Applicable**[(1)]

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

| **Title of each class** | **Trading Symbol(s)** | **Name of each exchange on which registered** |
|---|---|---|
| **Class A Common Stock, par value $0.0001 per share** | **CLOV** | **The NASDAQ Stock Market LLC** |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

[(1)] We are a remote-first company. Accordingly, we do not maintain a headquarters. For purposes of compliance with applicable requirements of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, stockholder communications required to be sent to our principal executive offices may be directed to the email address: secretary@cloverhealth.com, or to our agent for service of process at The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.

## Explanatory Note

This Amendment No. 1 to Current Report on Form 8-K (this “Amendment”) is being filed by Clover Health Investments, Corp. (the “Company”) to amend the Company’s Current Report on Form 8-K originally filed with the Securities and Exchange Commission on September 24, 2026 (the “Original Form 8-K”). The sole purpose of this Amendment is to make an administrative correction to the title of the press release filed as Exhibit 99.1 under Item 9.01. Accordingly, the Company is re-filing Exhibit 99.1 in its entirety with the corrected title. No other items, disclosures, or exhibits in the Original Form 8-K are being amended, updated, or restated by this Amendment. This Amendment speaks as of the original filing date of the Original Form 8-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update those disclosures affected by subsequent events.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On September 22, 2026, the Board of Directors (the "Board") of Clover Health Investments, Corp. ("Clover" or the "Company") appointed Senator Robert G. Torricelli to serve as a Class I director of the Board and Dr. Brian J. Miller, M.D., M.B.A., M.P.H. to serve as a Class III director of the Board. Senator Torricelli has been appointed to the Audit Committee of the Board and Dr. Miller has been appointed to the Clinical Committee of the Board. The appointments fill the Board’s two previously disclosed vacancies and bring the Board to nine directors. The Company’s press release announcing such appointments is attached to this current report as Exhibit 99.1 and is incorporated by reference into this Item 5.02.

Senator Torricelli is the founder of Rosemont Associates, a business strategy firm, which was founded in 2002, and a founder and partner of Woodrose Properties, a real estate development firm which was founded in 2003. He has served as a director of the Company’s insurance subsidiaries since 2022 and as a director of Glassbridge Enterprises, Inc. since February 2017. Previously, he was executive vice president and chief operating officer of Aveta, Inc., a healthcare services company, from March 2007 to February 2012. Senator Torricelli represented New Jersey in the U.S. Senate from 1997 to 2003 and in the U.S. House of Representatives from 1983 to 1997. He holds a B.A. and J.D. from Rutgers University and a Master of Public Administration from Harvard University.

Dr. Miller has extensive experience in clinical medicine, healthcare policy, regulation and health plan governance. Since September 2020, he has served as an Associate Professor of Medicine and Business (Courtesy) at Johns Hopkins University and practiced as a hospitalist at Johns Hopkins Hospital. He has served on the Medicare Payment Advisory Commission (MedPAC) since May 2023 and on the Board of Trustees of the North Carolina State Health Plan since January 2025, becoming its Vice Chairman in April 2026. He joined the Hoover Institution as a Visiting Fellow in March 2026. Earlier, Dr. Miller held policy and regulatory roles at Centers for Medicare & Medicaid Services, the U.S. Food and Drug Administration, the Federal Communications Commission and the Federal Trade Commission. He holds an M.D. from Northwestern University, an M.B.A. from the University of North Carolina at Chapel Hill and an M.P.H. from Johns Hopkins University.

In connection with their service as directors during 2026, Senator Torricelli and Dr. Miller will each receive a pro rata portion of the annual retainer for service on the Board, Audit Committee and Clinical Committee, as applicable, under Clover’s Amended and Restated Director Compensation Policy. Senator Torricelli and Dr. Miller will also each be granted a restricted stock unit ("RSU") award covering shares of the Company’s Class A Common Stock having an RSU value of $200,000, pro-rated by multiplying such amount by a fraction, the numerator of which is the number of days of service that each of Senator Torricelli and Dr. Miller will provide from the date of his appointment until December 31, 2026, and the denominator of which is 365 days.

In connection with their appointments, each of Senator Torricelli and Dr. Miller will enter into the Company’s standard form of indemnification agreement for its directors, which requires the Company to, among other things, indemnify its directors against liabilities that may arise by reason of their status or service. The agreement also requires the Company to advance all expenses incurred by directors in investigating or defending any action, suit or proceeding. The foregoing description is qualified in its entirety by the full text of the form of indemnification agreement, which was filed as Exhibit 10.2 to the Company’s Current Report on Form 8-K (No. 001-39252) filed on January 12, 2021, and is incorporated by reference herein.

There are no arrangements or understandings between Senator Torricelli and Dr. Miller and any other persons pursuant to which each of them was selected as a director. Senator Torricelli and Dr. Miller have no family relationships with any of the Company’s directors or executive officers, and they have no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) List of Exhibits

| Exhibit No. | Description |
|---|---|
| 99.1* | Press Release of the Company, dated September 24, 2026 (corrected) |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

## SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

| | | | |
|---|---|---|---|
| | | **Clover Health Investments, Corp.** | |
| Date: | September 24, 2026 | By: | /s/ Karen M. Soares |
| | | Name: | Karen M. Soares |
| | | Title: | Chief Legal Officer and Secretary |

# Clover Health Welcomes Former U.S. Senator Robert Torricelli and Dr. Brian J. Miller M.D. to Its Board of Directors

WILMINGTON, Del., September 24, 2026 — Clover Health Investments, Corp. (Nasdaq: CLOV) (“Clover,” “Clover Health” or the “Company”) today announced the appointments of former U.S. Senator Robert Torricelli and Dr. Brian J. Miller, M.D., M.B.A., M.P.H., to the Company’s Board of Directors, effective immediately. The appointments bring together two accomplished leaders whose complementary experience spans public service, Medicare Advantage, clinical practice, healthcare policy, and business. Senator Torricelli will serve on the Board’s Audit Committee, and Dr. Miller will serve on its Clinical Committee. The appointments fill the Board’s two previously disclosed vacancies and bring the Board to nine directors.

“Today marks an exciting step forward for Clover, and we are thrilled to welcome Bob and Brian to our Board,” said Andrew Toy, Chief Executive Officer of Clover Health. “Bob brings deep ties to New Jersey communities, experience navigating federal policy, and firsthand knowledge of Clover. Brian combines clinical experience with a national perspective on Medicare payment and technology policy. His insights will help us advance care that improves quality, operates more efficiently, and generates meaningful savings. Together, their experience, judgment, and perspectives will strengthen our Board and reinforce our ability to execute with discipline, grow responsibly, and build lasting value for our members, physicians, and shareholders.”

"From the beginning, we built Clover around the belief that some of the hardest problems in healthcare can be solved by challenging long-held assumptions about how healthcare works and care is delivered,” added Vivek Garipalli, Co-founder of Clover Health and Executive Chairperson of the Board. “As Clover grows, it is important that our Board continues to reflect the complexity of the healthcare system we are working to improve and brings together special individuals who understand it from fundamentally different vantage points. Bob and Brian add tremendous depth across public policy, medicine, Medicare and business, and their perspectives will be invaluable as we drive forward on Clover's mission to Improve Every Life."

Senator Torricelli brings a distinctive combination of deep New Jersey roots, national policymaking experience, and firsthand knowledge of Clover. For 20 years, he represented New Jersey in the U.S. House of Representatives and the U.S. Senate, where his committee service included the Senate Finance Committee and work on federal financing for healthcare institutions. Following his congressional career, he founded Rosemont Associates, a business strategy firm, and established Woodrose Properties, a real estate development business. Since 2022, he has served on the board of the Company’s insurance subsidiaries, giving him firsthand familiarity with Clover’s business, mission, and approach to Medicare Advantage. Additionally, Senator Torricelli has served as a director of Glassbridge Enterprises, Inc. since February 2017 and previously served as executive vice president and chief operating officer of Aveta, Inc., a healthcare services company. His experience navigating complex policy and business issues will bring a valuable perspective to Clover’s Board and Audit Committee.

“Through my years living in New Jersey and representing its communities in Congress, I have come to know the challenges many seniors face in accessing high-quality, affordable care,” said Senator Torricelli. “Through my service on Clover’s insurance subsidiary board, I have seen the Company’s commitment to meeting those challenges with an ambitious vision and a practical, technology-driven approach. I am honored to join the Board and excited to contribute to its oversight, support this talented team, and help Clover build lasting value for members and shareholders.”

Dr. Miller brings a rare combination of frontline clinical practice and national Medicare policy leadership. A practicing hospitalist at the Johns Hopkins Hospital, an Associate Professor of Medicine at the Johns Hopkins University School of Medicine and Visiting Fellow at the Hoover Institution, Dr. Miller brings to Clover broad ranging regulatory experience spanning the Centers for Medicare & Medicaid Services, the U.S. Food and Drug Administration, and the Federal Trade Commission. He currently serves as Vice Chairman of the Board of Trustees for the North Carolina State Health Plan and as a Commissioner on the Medicare Payment Advisory Commission (MedPAC), the independent, nonpartisan commission that advises Congress on Medicare payment policy. Board-certified in internal medicine and preventive medicine, Dr. Miller offers a practical perspective on improving care delivery and advancing a more effective Medicare program.

“As a practicing physician, I see every day how much better technology can support clinical practice when it delivers the right information at the point of care,” said Dr. Miller. “Medicare needs models that can improve both convenience and quality for consumers, increase efficiency, and generate savings without adding burden for physicians or patients. Clover is building a differentiated model for Medicare Advantage: flexible and nimble, powered by technology, and close enough to physicians and patients to translate innovation into action. I am delighted to join the Board and look forward to helping Clover advance this approach and deliver a better care experience for people on Medicare.”

**About Clover Health**

Clover Health (Nasdaq: CLOV) is a physician enablement technology company committed to bringing access to great healthcare to everyone on Medicare. This includes a focus on seniors who have historically lacked access to affordable, high-quality healthcare. Our strategy is powered by our software platform, Clover Assistant, which is designed to aggregate patient data from across the healthcare ecosystem to support clinical decision-making and improve health outcomes through the early identification and management of chronic disease. For our members, we provide PPO and HMO Medicare Advantage plans in several states, with a differentiated focus on our flagship wide-network, high-choice PPO plans. For healthcare providers outside Clover Health's Medicare Advantage plan, we extend the benefits of our data-driven technology platform to a wider audience via our subsidiary, Counterpart Health, and aim to enable enhanced patient outcomes and reduced healthcare costs on a nationwide scale. Clover Health has published data demonstrating the technology’s impact on Medication Adherence, Congestive Heart Failure, Chronic Obstructive Pulmonary Disease, and in Underserved Populations as well as the earlier identification and management of Diabetes and Chronic Kidney Disease.

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