

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

Learn CW Investment Corporation
(Name of Issuer)

Class A Ordinary Shares, \$0.0001 par value per share
(Title of Class of Securities)

G54157121**
(CUSIP Number)

October 31, 2021
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

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*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

** The Class A Ordinary Shares have no CUSIP number. The CUSIP number for the units which include the Class A Ordinary Shares is G54157121.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAME OF REPORTING PERSON SB Management Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Abu Dhabi, United Arab Emirates	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 10,000,000
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 10,000,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,000,000	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 43.5%	

12	TYPE OF REPORTING PERSON OO
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1	NAME OF REPORTING PERSON SoftBank Group Corp.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Japan	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 10,000,000
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 10,000,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,000,000	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 43.5%	
12	TYPE OF REPORTING PERSON CO	

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Item 1(a). NAME OF ISSUER:

The name of the issuer is Learn CW Investment Corporation (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 11755 Wilshire Blvd., Suite 2320, Los Angeles, California 90025.

Item 2(a). NAME OF PERSON FILING:**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:****Item 2(c). CITIZENSHIP:**

This Statement is filed on behalf of SB Management Limited ("SB Management") and SoftBank Group Corp. ("SoftBank"). The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." The Class A Ordinary Shares reported herein are held by SB Northstar LP (the "SB Fund"). SB Management serves as the investment manager to the SB Fund and as such may be deemed to have voting and investment power over the securities held by the SB Fund. SoftBank owns SB Management and it may be deemed to have voting and investment power over the Class A Ordinary Shares held by the SB Fund.

- (i) SB Management Limited
9th Floor, Al Sila Tower
Adgm Square, Al Maryah Island
Abu Dhabi, C0 NA
Citizenship: United Arab Emirates

- (ii) SoftBank Group Corp.
1-7-1, Kaigan, Minato-ku
Tokyo 105-7537 Japan
Citizenship: Japan

Item 2(d). TITLE OF CLASS OF SECURITIES:

Class A Ordinary Shares, \$0.0001 par value per share (the "Class A Ordinary Shares")

Item 2(e). CUSIP NUMBER:

The Class A Ordinary Shares have no CUSIP number. The CUSIP number for the units which include the Class A Ordinary Shares is G54157121.

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act;
(b) Bank as defined in Section 3(a)(6) of the Act;

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- (c) Insurance company as defined in Section 3(a)(19) of the Act;
(d) Investment company registered under Section 8 of the Investment Company Act of 1940;
(e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
(f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
(g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
(h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
(i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
(j) A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
(k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: SB Management is an investment manager, with a 3C license authorized by the Abu Dhabi Global Market in the United Arab Emirates which is comparable to the regulatory scheme applicable to the investment advisers covered by Item 3(e) above.

Item 4. OWNERSHIP:

The percentages used herein are calculated based upon 23,000,000 Class A Ordinary Shares outstanding, as reported in the Company's Prospectus filed pursuant to Rule 424(b)(4) with the Securities and Exchange Commission on October 12, 2021 and the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 19, 2021, after giving effect to the completion of the offering and exercise in full of the underwriters' over-allotment option as described therein.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person and is incorporated herein by reference.

The filing of this statement should not be construed as an admission that either Reporting Person is, for the purposes of Sections 13 of the Securities Exchange Act of 1934, the beneficial owner of the Class A Ordinary Shares reported herein.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not applicable.

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Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

See Item 2.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON:

See Item 3.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP:

Not applicable.

Item 10. CERTIFICATION:

Each Reporting Person hereby makes the following certification:

By signing below the Reporting Person certifies that, to the best of its knowledge and belief, (i) the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect and (ii) the foreign regulatory scheme applicable to SB Management is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institutions. The Reporting Person also undertakes to furnish to the SEC staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: November 10, 2021

SB MANAGEMENT LIMITED

/s/ Akshay Naheta

Name: Akshay Naheta

Title: Chief Executive Officer

SOFTBANK GROUP CORP.

/s/ Natsuko Ohga

Name: Natsuko Ohga

Title: Head of Corporate Legal Department

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EXHIBIT 1

**JOINT FILING AGREEMENT
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that it knows or has reason to believe that such information is inaccurate.

DATE: November 10, 2021

SB MANAGEMENT LIMITED

/s/ Akshay Naheta

Name: Akshay Naheta

Title: Chief Executive Officer

SOFTBANK GROUP CORP.

/s/ Natsuko Ohga

Name: Natsuko Ohga

Title: Head of Corporate Legal Department