

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

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INITIAL STATEMENT OF 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 [*] Howard Alan E	2. Date of Event Requiring Statement (Month/Day/Year) 10/07/2021	3. Issuer Name and Ticker or Trading Symbol Learn CW Investment Corp [LCW]				
(Last) (First) (Middle) C/O LEARN CW INVESTMENT CORP., 11755 WILSHIRE BLVD., SUITE 2320 (Street) LOS ANGELES, CA 90025		Issuer	f Reporting Perso c all applicable) tleOther (spe below)	Filed(Month/Day/Ye ecify 6. Individual or Ju Applicable Line) _X_Form filed by On	oint/Group Filing(Check	
(City) (State) (Zip)	Table I - Non-Derivative Securities Beneficially Owned					
1.Title of Security (Instr. 4)	2. Amount of Se Beneficially Ov (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Bene (Instr. 5)	ficial Ownership	

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Date Exer	cisable	3. Tit	le and Amount of	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial	
(Instr. 4)	and Expiration Date (Month/Day/Year)				or Exercise	Form of	Ownership	
					Price of	Derivative	(Instr. 5)	
			(Instr. 4)		Derivative	Security: Direct		
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security (D) or Indirect (I) (Instr. 5)			

Reporting Owners

	Relationships				
Reporting Owner Name / Address		10% Owner	Officer	Other	
Howard Alan E C/O LEARN CW INVESTMENT CORP. 11755 WILSHIRE BLVD., SUITE 2320 LOS ANGELES, CA 90025	Х				

Signatures

/s/ Christopher Mendez, Attorney-in-Fact for Alan E. Howard		10/07/2021
Signature of Reporting Person		Date

Explanation of Responses:

No securities are beneficially owned

- * 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).

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to 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 makes, constitutes and appoints Christopher Mendez, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Learn CW Investment Corporation, a Cayman Islands corporation (the "Company"), Forms 3, 4, and 5, including amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which 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 form with the SEC and any stock exchange or similar authority; and
- (4) 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 to, 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 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 attorney-in-fact, in 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 Securities Exchange Act of 1934.

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 (a) revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined herein at a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5th day of October, 2021.

/s/ Alan Howard Signature

Alan Howard

Print Name