

# FORM 4

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

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| OMB APPROVAL                                   |           |
| OMB Number:                                    | 3235-0287 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 *<br><b>Fisher Adam</b>                                   | 2. Issuer Name and Ticker or Trading Symbol<br><b>Learn CW Investment Corp [LCW]</b>    | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>President</b> |
| (Last) (First) (Middle)<br><b>C/O LEARN CW INVESTMENT CORP., 11755 WILSHIRE BLVD., SUITE 2320</b> | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>10/13/2021</b>                   |  |
| (Street)<br><b>LOS ANGELES, CA 90025</b>  | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |
| (City) (State) (Zip)  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |

| 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 Ordinary Shares         | 10/13/2021                           |  | P                              |   | 770,000<br><u>(1)</u>   | A          | \$<br>10 | 770,000   | I <u>(2)</u>   | See footnote <u>(2)</u>                               |

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

**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.**

SEC 1474 (9-02)

**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|--|--|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date |   |  |  |  |  |
|  |  |                                      |  | Code                           | V   | (A)  | (D)             |   |  |  |  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| Fisher Adam<br>C/O LEARN CW INVESTMENT CORP.<br>11755 WILSHIRE BLVD., SUITE 2320<br>LOS ANGELES, CA 90025 | X             | X         | President |       |

## Signatures

|  |            |
|--|------------|
| /s/ Christopher Mendez, Attorney-in-Fact for Adam Fisher | 10/15/2021 |
|--|------------|

## Explanation of Responses:

\* 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).

(1) These Class A ordinary shares underlie units of the Issuer that CWAM LC Sponsor LLC purchased in the Issuer's initial public offering. Each unit also includes one half of one redeemable warrant. CWAM LC Sponsor LLC also purchased 7,146,000 warrants in a private placement that occurred concurrently with closing of the Issuer's initial public offering. Each whole warrant entitles its holder to purchase one Class A ordinary share at \$11.50 per share but is not exercisable prior to the completion of the Issuer's initial business combination.

(2) These Class A ordinary shares are held directly by CWAM LC Sponsor LLC. CWAM LC Sponsor LLC is owned by three members, one of which is ABF Manager LLC. Adam Fisher is the sole member of ABF Manager LLC. Accordingly, Adam Fisher may be deemed to beneficially own the Class A ordinary shares held directly by CWAM LC Sponsor LLC, but disclaims beneficial ownership of such shares except to the extent, if any, of his pecuniary interest therein.

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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