

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

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): August 12, 2021**

**Sharecare, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-39535**  
(Commission  
File Number)

**85-1365053**  
(IRS Employer  
Identification No.)

**255 East Paces Ferry Road NE, Suite 700  
Atlanta, Georgia 30305**  
(Address of principal executive offices, including Zip Code)

**(404) 671-4000**  
(Registrant's telephone number, including area code)

**N/A**  
(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
Common Stock, par value \$0.0001 per share	SHCR	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Common Stock, each at an exercise price of \$11.50 per share	SHCRW	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.

**Item 7.01. Regulation FD.**

This Current Report on Form 8-K is being furnished by Sharecare, Inc., a Delaware corporation (the "Company"), for the sole purpose of furnishing an investor presentation that will be used by the Company in meetings with investors. The investor presentation is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01, including the presentation attached as Exhibit 99.1 hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

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

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Investor Presentation</a>
104.	Cover Page Interactive Data File (formatted as inline XBRL and included as Exhibit 101)

**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 hereunto duly authorized.

SHARECARE, INC.

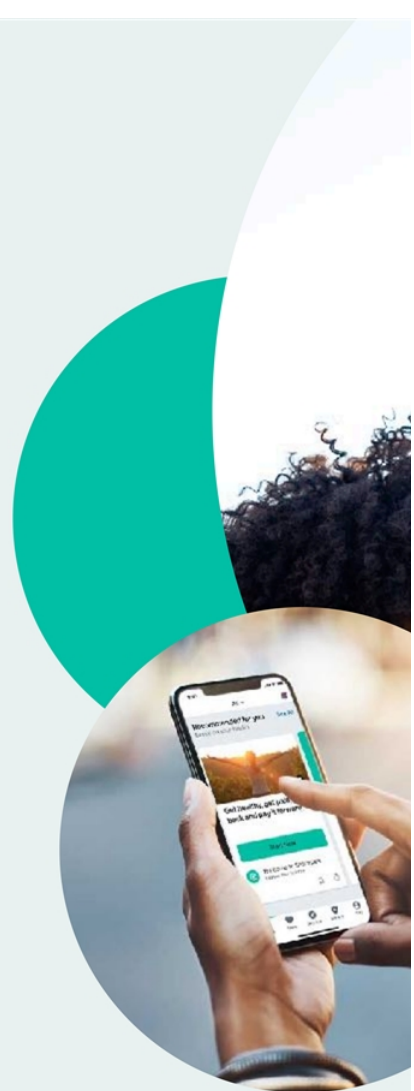
Date: August 12, 2021

By: /s/ Justin Ferrero  
Name: Justin Ferrero  
Title: Chief Financial Officer



sharecare

# All together better



# Important Notice Regarding Forward-Looki

This presentation contains forward-looking statements within the meaning of the U.S. Private S based on beliefs and assumptions and on information currently available. In some cases, you c following words: “outlook,” “target,” “reflect,” “on track,” “foresees,” “future,” “may,” “deliver,” “wi “intend,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “project,” “potential,” “continue,” “or comparable terminology (although not all forward-looking statements contain these words), or These statements involve risks, uncertainties and other factors that may cause actual results, le to be materially different from the information expressed or implied by these forward-looking s reasonable basis for each forward-looking statement contained in this presentation, we cautio combination of facts and factors currently known by us and our projections of the future, about

Forward-looking statements in this presentation include, but are not limited to, our ability to rea acquisitions, including CareLinx, new revenue opportunities, partnerships or other relationship statements regarding future financial expectations in the section titled “Differentiated Financial forward-looking statements in the information in this presentation will prove to be accurate. Th a number of significant risks and uncertainties that could cause actual results to differ materiall of the factors that could cause actual results to defer materially from these forward-looking sta filings with the SEC, including the Risk Factors section of the prospectus for our business comt Furthermore, if the forward-looking statements prove to be inaccurate, the inaccuracy may be in these forward-looking statements, you should not regard these statements as a representat we will achieve our objectives and plans in any specified time frame, or at all. The forward-look our views as of the date of this presentation. We anticipate that subsequent events and develc However, while we may elect to update these forward-looking statements at some point in the so except to the extent required by applicable law. You should, therefore, not rely on these for views as of any date subsequent to the date of this presentation.

ALL TOGETHER BETTER

# Sharecare Overview

- A **comprehensive digital solution** helping people build longer, better lives
- Operating across **three channels:**

ENTERPRISE

PROVIDER

CONSUMER

## INVESTMENT PARTNERS

### LIVING ROOM



### EXAM ROOM



### WORKPLACE



### FINANCIAL





Category of One:  
Business Positioned for Growth and Scale

Comprehensive  
Platform

**Innovative digital health platform** based on human-centric design

Diversified  
Revenue & Scale

Diversified portfolio with opportunity to **capture \$1B++ in incremental revenue from existing customers**

Data &  
Innovation

At the **intersection of technology, healthcare, & media**, creating data-driven solutions

High-growth, recurring revenue **driving 20% sustainable**



COMPREHENSIVE PLATFORM

# Personalized Digital Platform Enabling Productiz

**MESSAGING**

**MOTIVATION**

**MANAGEMENT**

**MEA**



## ENTERPRISE



Benefits navigation



Healthcare navigation



Digital therapeutics



Wellness/well-being



Blue Zones Project



Health security

## PROVIDER



Health Information Management



Value-based care



Payment integrity



Remote patient monitoring

eng





COMPREHENSIVE PLATFORM

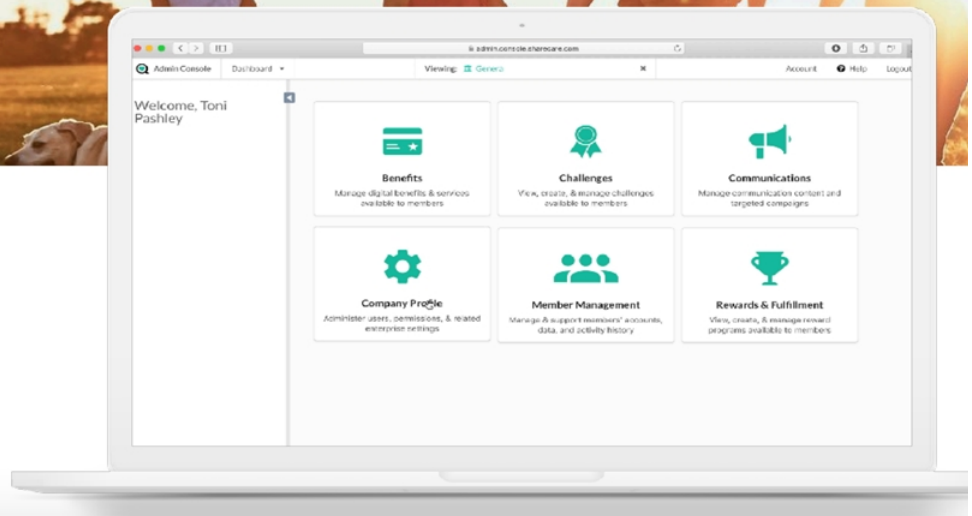
# Personalized Digital Platform Enabling Productized E

MESSAGING

MOTIVATION

MANAGEMENT

MEASUREMENT



## ENTERPRISE



Benefits navigation



Healthcare navigation



Digital therapeutics



Wellness/well-being



Blue Zones Project



Health security

## PROVIDER



Health Information Management



Value-based care



Payment integrity



Remote patient monitoring



Digital engagement



ALL TOGETHER BETTER

# Diversified Revenue &



DIVERSIFIED REVENUE & SCALE

# Enterprise: Integrated Solution Lowering Costs, Improving Outcomes, and Increasing

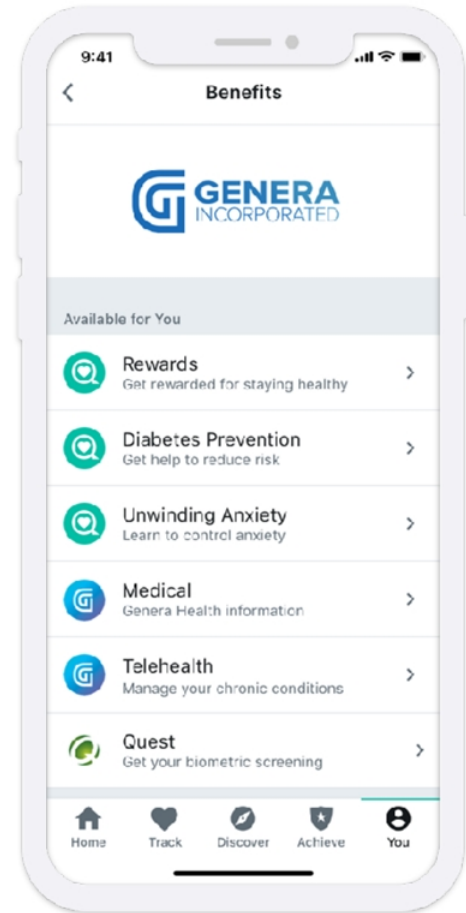
## Products include:

- Benefits navigation
- Healthcare navigation
- Digital therapeutics
- Wellness/well-being
- Blue Zones Project
- Health security

**Revenue model:** Recurring multi-year contracts with upsell opportunities

**Pricing structure:** PMPM, per enrollee

**Client base:** 28 direct large employers, 10 health plans providing access to another ~64K employers, 12 public sector clients



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KEY

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KEY





DIVERSIFIED REVENUE & SCALE

# Provider: Improving Efficiency and Pat

## Products include:

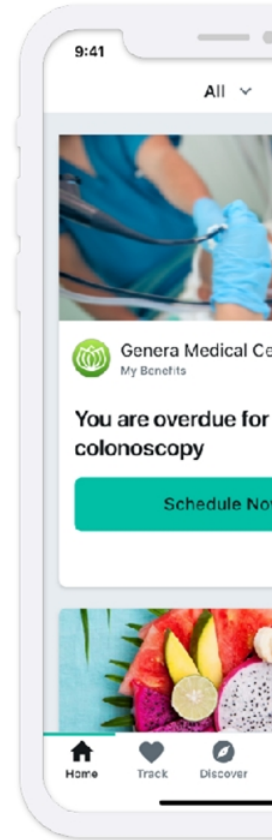
- Health Information Management
- Value-based care
- Payment integrity
- Remote patient monitoring
- Digital engagement

**Revenue model:** Recurring multi-year contracts with upsell opportunities

**Pricing structure differs by product:** Gainshare, SaaS platform fee, per record request

**Client base:** 6,000 hospitals & physician practices, 95+ health plans and audit clients

Services are in **strategic and financial alignment with providers** offering significant benefits and revenue upside





DIVERSIFIED REVENUE & SCALE

# Consumer: Strategic Driver for Consumer Content Creation and Data-Driven Digital

## Products include:

- Lead generation
- Audience targeting
- Sponsorships
- Condition-specific marketing

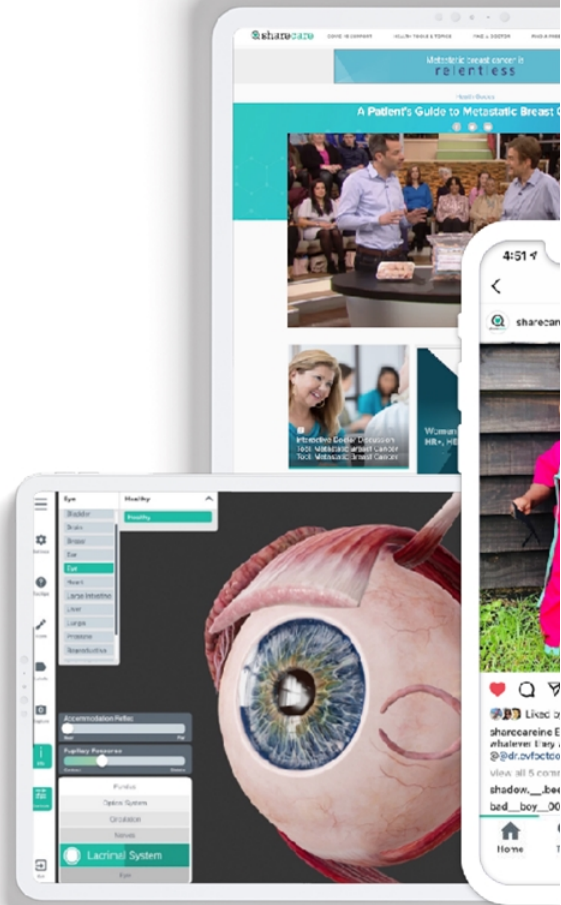
**100M** first-party user database

Significant content library and video capabilities

**Over 2.5M highly-engaged followers** across our social platforms, **more than all our competitors combined**

Real-time health profiling engine delivers **400K** new users per month

**Strong ROI performance validated by 160 third-party measured campaigns**





ALL TOGETHER BETTER

# Innovation & Growth



INNOVATION & GROWTH

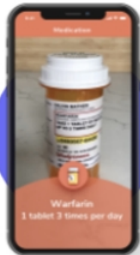
# Artificial Intelligence



- We leverage **every c**
- People live on their p  
videos, voice
- We have built **neural  
videos and smart pi**
- For a **frictionless** ex
- We are adding **new**  
of symptoms



Smart selfie



AI for medication



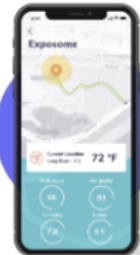
AI for mood



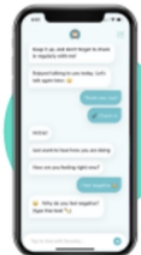
AI for food



Wallet for rewards



Environmental health



Chatbot

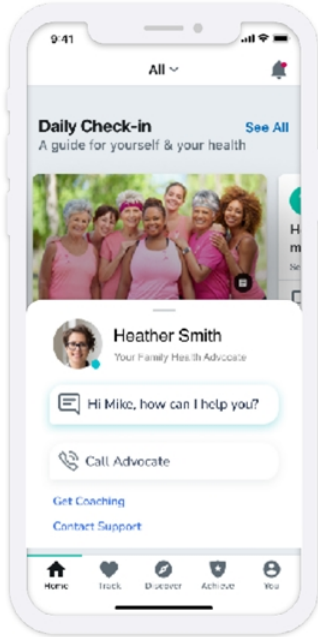


Telehealth



INNOVATION & GROWTH

# Multi-Payor Advocacy Platform



1

## ONE APP, ALL BENEFITS

- Benefits, eligibility, claims
- Find care, telemedicine
- Spending accounts
- Point solutions
- Flexibility to integrate with client plans

2

## DIGITAL ADVOCACY

- Daily digital check-in activities
- Digital coaching
- Mini programs for lifestyle risk
- AI-assist for advocate empowerment

4

## WELLNESS + CARE MANAGEMENT

- Track and positively impact well-being dimensions to improve health
- Multi-disciplinary care management team to address high/emerging risk conditions
- Family nurse care advocate
- Improve performance and reduce healthcare costs

5

## PROVIDER ENABLEMENT INTEGRATION

- Provider inquiries handled by family advocate
- Nurse advocates collaborate with providers on care plans
- Integration of care gaps within provider EMR workflows for faster gap closure





INNOVATION & GROWTH

# Community Well-Being Index



Sharecare Community Well-Being Index

WELL-BEING INDEX



PHYSICAL



COMMUNITY



PURPOSE



SOCIAL



FINANCIAL

SDOHI



HEALTHCARE ACCESS



FOOD ACCESS



RESOURCE ACCESS

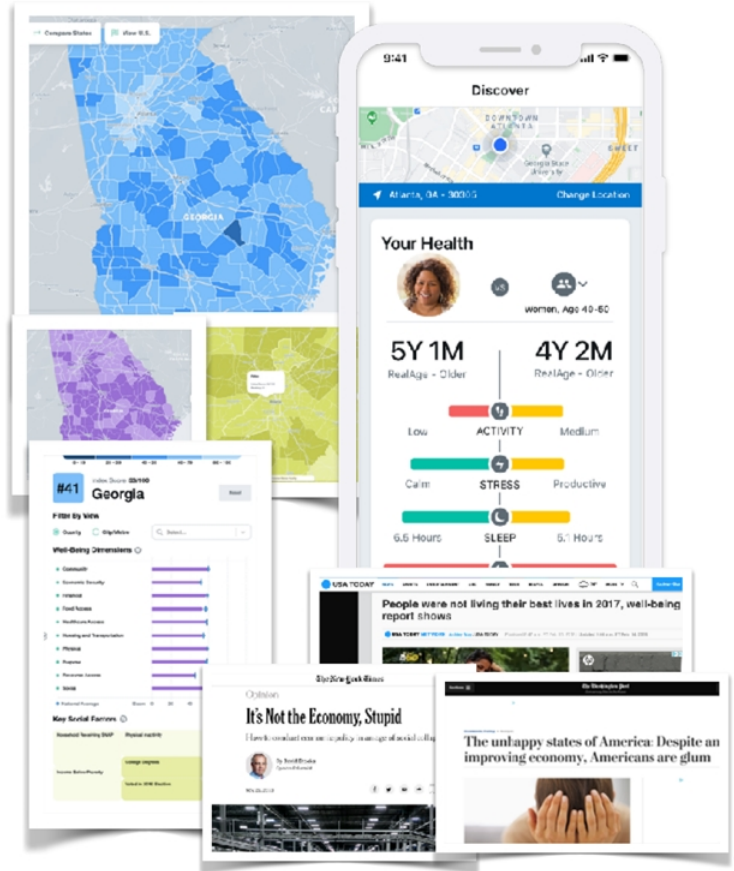


ECONOMIC SECURITY



HOUSING & TRANSPORTATION

## STATE/CITY/COMMUNITY RANKINGS





INNOVATION & GROWTH

# New Revenue Opportunities and Strong Awareness with Health Security

Facility & employee readiness to ensure a safe and secure location and customers

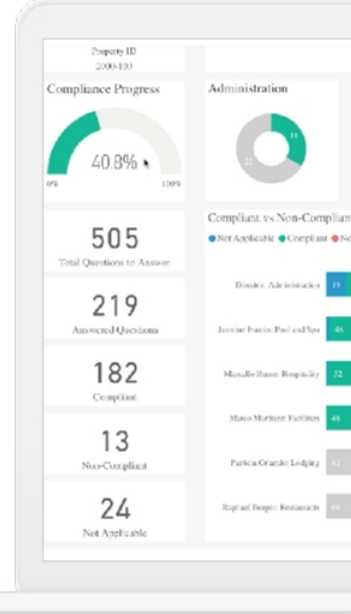
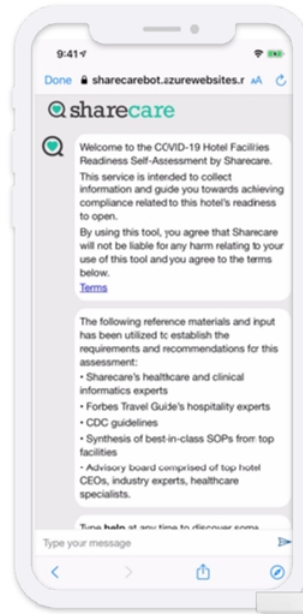
**1200+** Verified hotels and restaurants

**80+** Countries

**3B+** Brand impressions

Target sectors:

- Hospitality
- Arenas
- Schools
- Workplace





INNOVATION & GROWTH

# CareLinx: Bridge the Last Mile to Penetrate Compelling Home Healthcare Market

CareLinx is a single-source, nationwide home care platform able to deliver in-demand personal care services in the homes of patients, while leveraging modern technology that facilitates rich data capture, population health analytics and the real-time care coordination with remote clinical teams

## Nationwide Provider Network

National coverage with >450,000 caregivers

98% geographic coverage for top health plans

98% access to urban areas/97% access to rural areas

Gig work model delivers flexibility

## Tech-Enabled



Online + mobile experience digital care plans

Real-time in-home data collection & monitoring

GPS time tracking + digital task validation

Highly efficient proprietary CRM

Full-feature population health portal for payors, providers and agencies

## Trusted Source

Caregivers vetted and background checked

Deeper labor pool, access and choice for families to find a good match



Secured AARP's exclusive endorsement

Net Promoter Score >10x industry standards

## Multiple Customer Channels



Proven scalability for large healthcare clients and for consumers

Top payors/providers as clients

IP on effective benefit plan development



CATEGORY OF ONE

# Differentiated Financial Performance

# Key Financial Highlights



## Revenue visibility

- **Recurring revenue** driven by multi-year



## Scale

- **Diversified customer base** drives oppo cross-sell across our channels
- Expanded customer base with major ent **Delta** – with significant pipeline of poter



## Growth

- Platform positioned to capture significan
- Launched new digital therapeutics prod **clients**
- Introduced **health security** and **vaccine**



## Profitability

- **Adjusted EBITDA positive with continu**



DIFFERENTIATED FINANCIAL PERFORMANCE

# 2021 Q2 Income Statement – Management

Sharecare Consolidated (\$m)	Q2 Act	Q2 Guidance	PY Q Act
<b>Revenues</b>	<b>\$ 98.5</b>	<b>\$96.5-\$98.5</b>	<b>\$ 7</b>
<b>Adj EBITDA</b>	<b>\$ 6.6</b>	<b>\$ 6.5</b>	<b>\$</b>

- Closed \$50M investment from second largest health plan in U.S. to co-payor advocacy solution as an extension to the Sharecare digital platform
- Added new employer, government, provider, and life sciences customers
- Launched several new government-sponsored health plans including California's Medicaid line of business and Humana's CarePlus and their Medicare Advantage
- Won Health Net's Medicare line of business for both California and Oregon an opportunity to add an estimated 800,000 new members

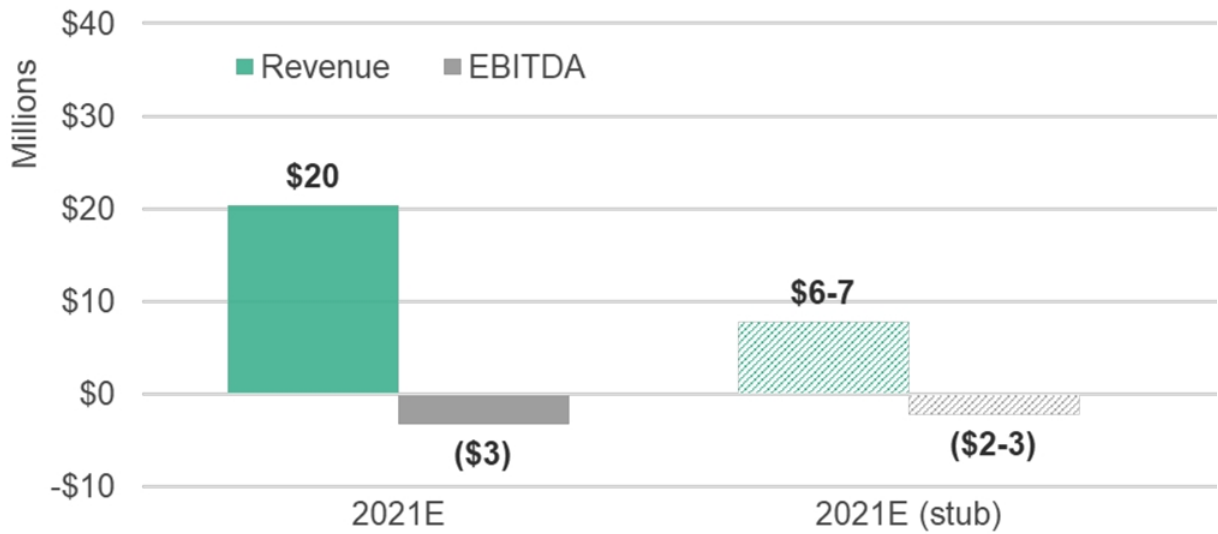
Note: A reconciliation of Adjusted EBITDA to Net Income is provided in the appendix



DIFFERENTIATED FINANCIAL PERFORMANCE

# CareLinx Pro Forma Financial Profile

## CareLinx Standalone Revenue / EBITDA



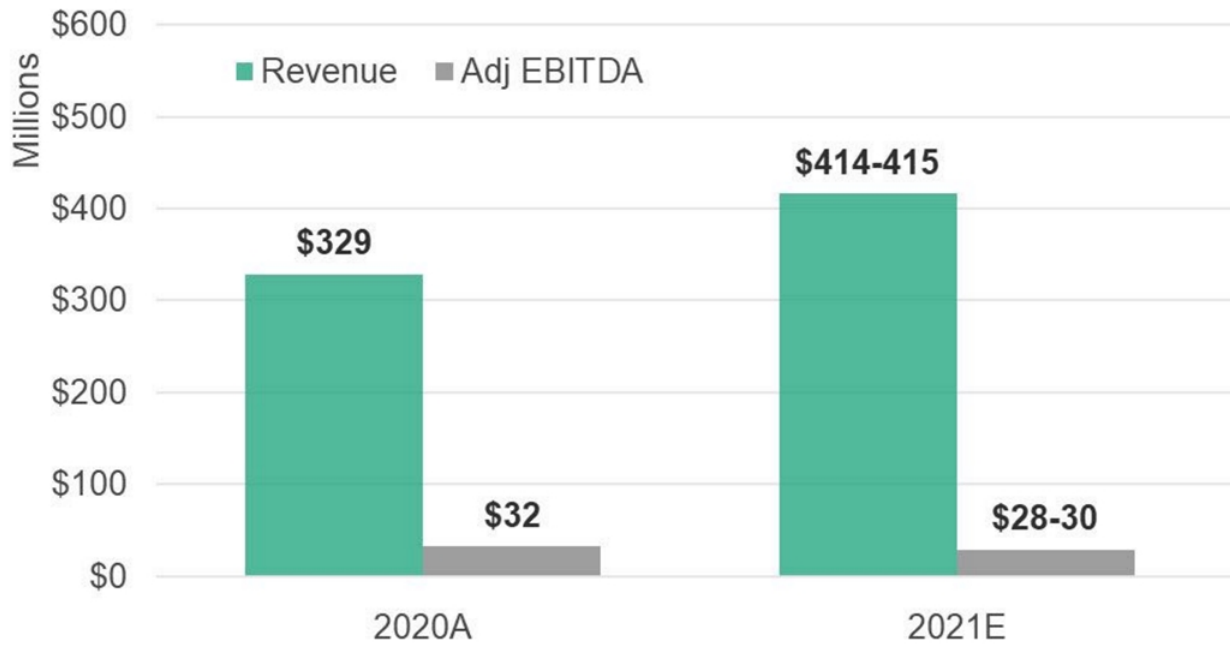
- CareLinx is projected to grow revenue from \$5m in 2020 to \$35m in 2022; pro forma over the period
- Revenue pro forma does not factor in any revenue synergies or cross-selling CareLinx (payors, providers, government)
- Final purchase price was less than 2X pro forma 2022 revenue



DIFFERENTIATED FINANCIAL PERFORMANCE

# Consolidated Pro Forma Financial Prof

## Sharecare Consolidated Revenue



Note: A reconciliation of Adjusted EBITDA to Net Income is provided in the appendix



Thank you.

 sharecare

# Non-GAAP Financial Measures

In addition to our financial results determined in accordance with U.S. GAAP, we measure, is useful in evaluating our operating performance. We use Adjusted EBITD for internal planning and forecasting purposes. We believe that this non-GAAP financial measure, provides meaningful supplemental information. However, certain items that may not be indicative of our business, results of operations, or outlook. Adjusted EBITDA is helpful to our investors as it is a metric used by management in our operating performance. However, non-GAAP financial information is presented only, has limitations as an analytical tool, and should not be considered in isolation or presented in accordance with GAAP. In addition, other companies, including comparables, may title non-GAAP measures differently or may use other measures to evaluate their performance. The usefulness of our non-GAAP financial measure as a tool for comparison.

The calculation and reconciliation of historic Adjusted EBITDA to net income (loss) as measured in accordance with GAAP, is provided below and in the accompanying financial statements. We encourage you to review the reconciliation and not to rely on any single financial measure.

We have not reconciled Adjusted EBITDA guidance to net income (loss) because we exclude certain items (loss) or for items that we do not consider indicative of our on-going performance, significant non-recurring items, as certain of these items are out of our control. Accordingly, a reconciliation of the Adjusted EBITDA guidance to the corresponding GAAP measure would require unreasonable effort.

# Reconciliation to Historical Adjusted EBITDA

(\$, in millions)

	2021 Q2
<b>Net Loss</b>	<b>(\$20.2)</b>
Depreciation and amortization	7.20
Interest income	(0.02)
Interest expense	7.10
Other expense	8.80
Loss from equity method investments	-
Income tax (benefit) expense	(0.10)
Share-based compensation	2.40
Severance	0.20
Warrants issued with revenue contracts	-
Transaction and closing costs	1.30
<b>Adjusted EBITDA</b>	<b>\$6.6</b>