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

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended June 30, 2024

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission file number 001-39535

SHARECARE, INC.

(Exact name of registrant as specified in its charter)

Delaware	**85-1365053**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
255 East Paces Ferry Road NE, Suite 700 Atlanta, Georgia	**30305**
(Address of Principal Executive Offices)	**(Zip Code)**

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

N/A
(Former name, former address and former fiscal year, if changed since last report)

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 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: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-(§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐
		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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

As of August 5, 2024, there were 370,930,658 shares of the registrant's common stock, par value $0.0001 per share, outstanding.

Sharecare, Inc.

Table of Contents

Part I - Financial Information

ITEM 1. FINANCIAL STATEMENTS

SHARECARE, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands, except share and per share amounts)

	As of June 30, 2024	As of December 31, 2023
Assets		
Current assets:		
Cash and cash equivalents	$ 85,151	$ 128,187
Accounts receivable, net (net of allowance for doubtful accounts of $8,091 and $8,544, respectively)	130,519	128,173
Other receivables	2,773	2,262
Prepaid expenses	8,727	6,007
Other current assets	2,644	3,178
Total current assets	229,814	267,807
Property and equipment, net	2,218	3,375
Other long-term assets	13,043	13,863
Intangible assets, net	123,308	136,552
Goodwill	191,819	192,037
Total assets	$ 560,202	$ 613,634
Liabilities, Redeemable Convertible Preferred Stock and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 48,102	$ 45,388
Accrued expenses and other current liabilities (Note 3)	60,461	65,706
Deferred revenue	5,365	5,517
Total current liabilities	113,928	116,611
Warrant liabilities	1,398	403
Long-term debt	—	519
Other long-term liabilities	7,069	8,032
Total liabilities	122,395	125,565
Commitments and contingencies (Note 7)		
Series A redeemable convertible preferred stock, $0.0001 par value; 5,000,000 shares authorized; 5,000,000 shares issued and outstanding, aggregate liquidation preference of $50,000 as of June 30, 2024 and December 31, 2023	58,205	58,205
Stockholders' equity:		
Common stock $0.0001 par value; 600,000,000 and 600,000,000 shares authorized; 367,662,956 and 353,430,357 shares issued and outstanding as of June 30, 2024 and December 31, 2023, respectively	37	35
Additional paid-in capital	1,185,003	1,157,737
Accumulated other comprehensive loss	(2,645)	(2,263)
Accumulated deficit	(802,497)	(725,373)
Total Sharecare, Inc. stockholders' equity	379,898	430,136
Noncontrolling interest in subsidiaries	(296)	(272)
Total stockholders' equity	379,602	429,864
Total liabilities, redeemable convertible preferred stock and stockholders' equity	$ 560,202	$ 613,634

The accompanying notes are an integral part of these consolidated financial statements.

SHARECARE, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited)
(In thousands, except share and per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Revenue	$ 94,265	$ 110,353	$ 185,126	$ 226,648
Costs and operating expenses:				
Costs of revenue	51,150	62,948	102,270	130,840
Sales and marketing	13,586	14,959	27,144	30,309
Product and technology	14,714	17,035	29,258	37,843
General and administrative	39,688	35,371	74,595	69,490
Depreciation and amortization	16,280	14,184	29,611	28,965
Total costs and operating expenses	135,418	144,497	262,878	297,447
Loss from operations	(41,153)	(34,144)	(77,752)	(70,799)
Other income (expense):				
Interest income	1,023	1,646	2,297	3,326
Interest expense	(312)	(453)	(528)	(882)
Other expense	(1,542)	(2,631)	(1,176)	(2,201)
Total other (expense) income	(831)	(1,438)	593	243
Loss before income tax expense	(41,984)	(35,582)	(77,159)	(70,556)
Income tax expense	(37)	(65)	(6)	(96)
Net loss	(42,021)	(35,647)	(77,165)	(70,652)
Net income (loss) attributable to noncontrolling interest in subsidiaries	16	(504)	(41)	(850)
Net loss attributable to Sharecare, Inc.	$ (42,037)	$ (35,143)	$ (77,124)	$ (69,802)
Net loss per share attributable to common stockholders, basic and diluted	$ (0.12)	$ (0.10)	$ (0.22)	$ (0.20)
Weighted-average common shares outstanding, basic and diluted	360,401,283	354,049,808	357,315,727	353,490,234
Net loss	$ (42,021)	$ (35,647)	$ (77,165)	$ (70,652)
Other comprehensive loss adjustments:				
Foreign currency translation	(83)	189	(365)	496
Comprehensive loss	(42,104)	(35,458)	(77,530)	(70,156)
Comprehensive income (loss) attributable to noncontrolling interest in subsidiaries	27	(489)	(24)	(778)
Comprehensive loss attributable to Sharecare, Inc.	$ (42,131)	$ (34,969)	$ (77,506)	$ (69,378)

The accompanying notes are an integral part of these consolidated financial statements.

SHARECARE, INC.
CONSOLIDATED STATEMENTS OF REDEEMABLE CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY (DEFICIT)
(Unaudited)
(In thousands, except share amounts)

	Redeemable Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Noncontrolling Interest	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount					
Balance at December 31, 2023	**5,000,000**	**$ 58,205**	**353,430,357**	**$ 35**	**$ 1,157,737**	**$ (2,263)**	**$ (725,373)**	**$ (272)**	**$ 429,864**
Stock options exercised	—	—	40,278	—	24	—	—	—	24
Common stock issued upon vesting of restricted stock units	—	—	7,674,863	1	(1)	—	—	—	—
Issuance of warrants in connection with debt and revenue arrangements	—	—	—	—	27	—	—	—	27
Share-based compensation	—	—	—	—	13,866	—	—	—	13,866
Net loss attributable to noncontrolling interest in subsidiaries	—	—	—	—	—	—	—	(57)	(57)
Currency translation adjustment	—	—	—	—	—	(288)	—	6	(282)
Common stock repurchased related to tax withholding for exercised employee stock options and vested restricted stock units	—	—	(2,573,225)	—	(2,784)	—	—	—	(2,784)
Net loss attributable to Sharecare, Inc.	—	—	—	—	—	—	(35,087)	—	(35,087)
Balance at March 31, 2024	**5,000,000**	**$ 58,205**	**358,572,273**	**$ 36**	**$ 1,168,869**	**$ (2,551)**	**$ (760,460)**	**$ (323)**	**$ 405,571**
Stock options exercised	—	—	706,342	—	485	—	—	—	485
Common stock issued upon vesting of restricted stock units	—	—	10,173,569	1	(1)	—	—	—	—
Issuance of warrants in connection with debt and revenue arrangements	—	—	—	—	9	—	—	—	9
Share-based compensation	—	—	—	—	16,516	—	—	—	16,516
Net income attributable to noncontrolling interest in subsidiaries	—	—	—	—	—	—	—	16	16
Currency translation adjustment	—	—	—	—	—	(94)	—	11	(83)
Common stock repurchased related to tax withholding for exercised employee stock options and vested restricted stock units	—	—	(1,789,228)	—	(875)	—	—	—	(875)
Net loss attributable to Sharecare, Inc.	—	—	—	—	—	—	(42,037)	—	(42,037)
Balance at June 30, 2024	**5,000,000**	**$ 58,205**	**367,662,956**	**$ 37**	**$ 1,185,003**	**$ (2,645)**	**$ (802,497)**	**$ (296)**	**$ 379,602**

The accompanying notes are an integral part of these consolidated financial statements.

SHARECARE, INC.
CONSOLIDATED STATEMENTS OF REDEEMABLE CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY (DEFICIT)
(Unaudited)
(In thousands, except share amounts)

	Redeemable Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Noncontrolling Interest	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount					
Balance at December 31, 2022	**5,000,000**	**$ 58,205**	**354,463,620**	**$ 35**	**$ 1,120,024**	**$ (2,794)**	**$ (595,820)**	**$ 1,155**	**$ 522,600**
Stock options exercised	—	—	281,042	—	282	—	—	—	282
Common stock issued upon vesting of restricted stock units	—	—	1,759,615	—	—	—	—	—	—
Issuance of warrants in connection with debt and revenue arrangements	—	—	—	—	14	—	—	—	14
Cumulative effect of adopting ASU 2016-13	—	—	—	—	—	—	(1,055)	—	(1,055)
Share-based compensation	—	—	—	—	10,406	—	—	—	10,406
Net loss attributable to noncontrolling interest in subsidiaries	—	—	—	—	—	—	—	(346)	(346)
Currency translation adjustment	—	—	—	—	—	250	—	57	307
Common stock repurchased related to tax withholding for exercised employee stock options and vested restricted stock units	—	—	(214,984)	—	(396)	—	—	—	(396)
Net loss attributable to Sharecare, Inc.	—	—	—	—	—	—	(34,659)	—	(34,659)
Other	—	—	—	—	(131)	—	—	—	(131)
Balance at March 31, 2023	**5,000,000**	**$ 58,205**	**356,289,293**	**$ 35**	**$ 1,130,199**	**$ (2,544)**	**$ (631,534)**	**$ 866**	**$ 497,022**
Stock options exercised	—	—	188,023	—	170	—	—	—	170
Common stock issued upon vesting of restricted stock units	—	—	2,013,098	—	—	—	—	—	—
Issuance of warrants in connection with debt and revenue arrangements	—	—	—	—	14	—	—	—	14
Share-based compensation	—	—	—	—	12,329	—	—	—	12,329
Net loss attributable to noncontrolling interest in subsidiaries	—	—	—	—	—	—	—	(504)	(504)
Currency translation adjustment	—	—	—	—	—	174	—	15	189
Common stock repurchased related to tax withholding for exercised employee stock options and vested restricted stock units	—	—	(346,450)	—	(511)	—	—	—	(511)
Shares repurchased	—	—	(1,550,000)	—	(2,607)	—	—	—	(2,607)
Net loss attributable to Sharecare, Inc.	—	—	—	—	—	—	(35,143)	—	(35,143)
Balance at June 30, 2023	**5,000,000**	**$ 58,205**	**356,593,964**	**$ 35**	**$ 1,139,594**	**$ (2,370)**	**$ (666,677)**	**$ 377**	**$ 470,959**

The accompanying notes are an integral part of these consolidated financial statements.

SHARECARE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands, except share and per share amounts)

	Six Months Ended June 30,	
	2024	**2023**
Cash flows from operating activities:		
Net loss	$ (77,165)	$ (70,652)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization expense	29,611	28,965
Non-cash interest expense	—	394
Amortization of contract liabilities	—	(902)
Accretion of contract liabilities	—	136
Lease right-of-use assets expense	1,103	1,885
Change in fair value of warrant liability and contingent consideration	1,129	(42)
Share-based compensation	29,396	21,667
Deferred income taxes	(7)	58
Payment of PIK Interest	(519)	—
Other	988	4,338
Changes in operating assets and liabilities:		
Accounts receivable, net	(3,284)	(9,883)
Prepaid expenses and other assets	(3,010)	(2,235)
Accounts payable and accrued expenses	(474)	6,888
Operating lease liabilities	(1,212)	244
Deferred revenue	(152)	(2,101)
Net cash used in operating activities	**(23,596)**	**(21,240)**
Cash flows from investing activities:		
Purchases of property and equipment	(104)	(1,063)
Capitalized internal-use software costs	(15,641)	(14,119)
Net cash used in investing activities	**(15,745)**	**(15,182)**
Cash flows from financing activities:		
Proceeds from issuance of debt	22,000	—
Repayment of debt	(22,000)	—
Payments for shares repurchased	(3,660)	(2,723)
Proceeds from exercise of common stock options	509	1,372
Payments on financing lease obligations	(464)	(710)
Net cash used in financing activities	**(3,615)**	**(2,061)**
Effect of exchange rates on cash and cash equivalents	(80)	137
Net decrease in cash and cash equivalents	(43,036)	(38,346)
Cash and cash equivalents at beginning of period	128,187	182,508
Cash and cash equivalents at end of period	**$ 85,151**	**$ 144,162**
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ 1,114	$ 517
Cash paid for income taxes	$ —	$ 32
Supplemental cash flow information related to leases:		
Cash paid for amounts included in the measurement of lease liabilities	$ 1,206	$ 2,047
Assets obtained in exchange for lease obligations	$ —	$ 1,812

The accompanying notes are an integral part of these consolidated financial statements.

Sharecare, Inc.
Notes to Unaudited Consolidated Financial Statements
(Unaudited)

1. Nature of Business and Significant Accounting Policies

Nature of Business

Sharecare, Inc. ("Sharecare" or the "Company") was founded in 2009 to develop an interactive health and wellness platform and began operations in October 2010. Sharecare's virtual health platform is designed to help people, patients, providers, employers, health plans, government organizations, and communities optimize individual and population-wide well-being by driving positive behavior change. The platform is designed to connect each stakeholder to the health management tools they need to drive engagement, establish sustained participation, increase satisfaction, reduce costs, and improve outcomes. Sharecare bridges scientifically validated clinical programs with content to deliver a personalized experience for its members, beginning with the RealAge® test, Sharecare's health risk assessment that shows members the true age of their body, capitalizing on people's innate curiosity of how "young" they are to draw them into the platform. The Sharecare platform provides members with a personalized action plan to guide and educate them on the habits and behaviors making the biggest impact, both positive and negative, on their RealAge. Sharecare provides the resources members need to manage their health through lifestyle or disease management and coaching programs, such as diabetes management and smoking cessation, well-being solutions, such as financial health and anxiety management; care navigation tools such as find-a-doctor, prescription savings, clinical decision support, medical records, home care, and more. In January 2023, Sharecare launched Sharecare+, a digital-first, comprehensive advocacy solution designed to deliver value through benefits navigation, clinical engagement, virtual care, and chronic case and utilization management. Additionally, Sharecare provides secure, automated release of information, audit and business consulting services to streamline the medical records process for medical facilities. Sharecare delivers value via its provider, enterprise, and life sciences channels.

Proposed Transaction with Altaris

On June 21, 2024, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") by and among the Company, Impact Acquiror Inc., a Delaware corporation ("Parent"), Impact Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of Parent ("Merger Sub"). Parent and Merger Sub are affiliates of Altaris, LLC.

The Merger Agreement provides that, among other things and on the terms and subject to the conditions of the Merger Agreement, (i) Merger Sub will merge with and into the Company (the "Merger"), with the Company surviving the Merger as a wholly owned subsidiary of Parent (the "Surviving Corporation"); (ii) at the effective time of the Merger (the "Effective Time"), each issued and outstanding share of common stock of the Company, par value $0.0001 per share (the "Company Common Stock") (other than (a) shares of Company Common Stock that, immediately prior to the Effective Time, are held by the Company and not held on behalf of third parties, immediately prior to the Effective Time, (b) shares of Company Common Stock that are owned by Parent or Merger Sub, in each case immediately prior to the Effective Time, (c) shares of Company Common Stock that are issued and outstanding immediately prior to the Effective Time and that are held by any holder who is entitled to demand and properly demands appraisal of such shares of Company Common Stock pursuant to Section 262 of the General Corporation Law of the State of Delaware, and (d) certain shares of Company Common Stock that are owned by Jeff Arnold, the Company's Executive Chairman, and certain of his affiliates (together, the "Arnold Parties"), which shares are (1) contributed, transferred and assigned by the Arnold Parties to an affiliate of the Surviving Corporation in exchange for certain equity securities in such affiliate of the Surviving Corporation, and (2) contributed to Parent immediately prior to the Closing in each case pursuant to the terms of a certain rollover agreement by and among the Arnold Parties and certain affiliates of Parent entered into concurrently with the execution and delivery of the Merger Agreement) will be automatically converted into the right to receive $1.43 in cash, without interest (the "Merger Consideration"); and (iii) each share of Series A convertible preferred stock, par value $0.0001 per share ("Preferred Shares"), issued and outstanding immediately prior to the Effective Time will not be converted into the right to receive the Merger Consideration and will remain issued and outstanding following the Effective Time.

The completion of the Merger is subject to the fulfillment or waiver of certain customary mutual closing conditions, including, (i) the adoption of the Merger Agreement by holders of a majority of the aggregate voting power of the outstanding shares of Company Common Stock and Preferred Shares entitled to vote thereon, voting together as a single class, (ii) the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and (iii) the absence of any law or order by a governmental authority enjoining or otherwise prohibiting consummation of the Merger. The obligation of each party to consummate the Merger is also conditioned upon certain unilateral closing conditions, including the other party's representations and warranties being accurate (subject to certain

Sharecare, Inc.
Notes to Unaudited Consolidated Financial Statements
(Unaudited)

customary materiality exceptions) and the other party having performed in all material respects its obligations under the Merger Agreement. The consummation of the Merger is not subject to any financing condition.

The Merger Agreement contains termination rights for each of Parent and the Company, including, among others, (i) if the consummation of the Merger does not occur on or before December 21, 2024, subject to one three-month extension if on such date all of the closing conditions in the Merger Agreement except for those relating to regulatory approvals have been satisfied or waived, (ii) if the approval of the Company's stockholders is not obtained following the meeting of the Company's stockholders for purposes of obtaining such approval and (iii) subject to certain conditions, (a) by Parent, if the Board or the Special Committee makes an adverse recommendation change with respect to the Merger or (b) by the Company, if the Company wishes to terminate the Merger Agreement to enter into a definitive contract with respect to a Superior Proposal (as defined by the Merger Agreement).

The Company would be required to pay a termination fee to Parent equal to approximately $17.7 million if the Merger Agreement is terminated in certain specified circumstances, including the termination by Parent in the event of a change of recommendation by the Board or the termination by the Company to enter into a contract with respect to a Superior Proposal.

Basis of Presentation and Consolidation Policy

The Company's consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") as determined by the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") and pursuant to the regulations of the U.S. Securities and Exchange Commission ("SEC"). The consolidated financial statements include the accounts of Sharecare, Inc. and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Segment Information

The Company operates as a single operating segment. The Company's chief operating decision maker is its chief executive officer, who reviews financial information presented on a consolidated basis for purposes of making operating decisions, assessing financial performance and allocating resources for the entire company.

Unaudited Interim Financial Information

The accompanying interim Consolidated Balance Sheet as of June 30, 2024 and the Consolidated Statements of Operations and Comprehensive Loss for the three and six months ended June 30, 2024 and 2023, Consolidated Statements of Redeemable Convertible Preferred Stock and Stockholders' Equity (Deficit) for each of the three month periods within the six months ended June 30, 2024 and 2023, and Consolidated Statements of Cash Flows for the six months ended June 30, 2024 and 2023 are unaudited. These unaudited interim consolidated financial statements are presented in accordance with the rules and regulations of the SEC and do not include all disclosures normally required in annual consolidated financial statements prepared in accordance with U.S. GAAP. In management's opinion, the unaudited interim consolidated financial statements have been prepared on the same basis as the annual financial statements and include all adjustments, which include only normal recurring adjustments, necessary for the fair presentation of the Company's financial position as of June 30, 2024, the Company's consolidated results of operations for the three and six months ended June 30, 2024 and 2023, and cash flows for the six months ended June 30, 2024 and 2023. The results of operations for the three and six months ended June 30, 2024 are not necessarily indicative of the results to be expected for the full fiscal year or any other future interim or annual periods. The information contained within the unaudited interim consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's annual financial statements for the year ended December 31, 2023.

Use of Estimates

The preparation of these unaudited interim consolidated financial statements in conformity with GAAP requires the use of management estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant estimates and assumptions reflected in these consolidated financial statements include goodwill, revenue recognition, stock-based compensation, and income taxes. The Company bases its estimates on historical experience, known trends, and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, management evaluates its estimates, as there are changes in circumstances, facts and experience. Changes in estimates are recorded in the period in which they become known. Actual results may differ from those estimates or assumptions.

Concentration of Credit Risk

The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company's cash deposits are held with well-known financial institutions and may exceed federally insured limits. The Company grants credit to its customers in the normal course of business and generally requires no collateral from its customers.

Fair Value Measurements

The carrying value of the Company's financial instruments, including cash equivalents, accounts receivable, accounts payable, and accrued liabilities, approximates fair value due to their short-term nature.

The Company measures financial assets and liabilities at fair value at each reporting period using a fair value hierarchy that requires management to maximize the use of observable inputs and minimize the use of unobservable inputs. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between willing market participants at the measurement date. Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

- Level 1 — Quoted prices in active markets for identical assets or liabilities
- Level 2 — Observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3 — Inputs that are generally unobservable and typically reflect management's estimate of assumptions that market participants would use in pricing the asset or liability

Assets and Liabilities that are Measured at Fair Value on a Non-recurring Basis

Assets and liabilities that may be measured at fair value on a non-recurring basis relate primarily to the Company's tangible fixed assets and other intangible assets. For these assets, the Company does not periodically adjust the carrying value to fair value except in the event of an impairment. When the Company determines that an impairment has occurred, the carrying value of the asset is reduced to its fair value and an impairment charge is recorded within operating loss in the Consolidated Statements of Operations and Comprehensive Loss.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable, net, consists of trade accounts receivable which are due under normal trade terms requiring payment, typically within 45 days from the invoice date. The allowance for doubtful accounts is based on management's estimate for expected credit losses for outstanding trade accounts receivable and is recorded as an offset to accounts receivable. Changes in the allowance for doubtful accounts are classified as general and administrative expense in the Consolidated Statements of Operations and Comprehensive Loss. The Company determines expected credit losses based on historical write-off experience, an analysis of the aging of outstanding receivables, customer payment patterns, and adjusts based on expectations of changes in macro-economic conditions and customer-specific information that may impact the collectability of outstanding receivables. The Company reassesses the adequacy of the allowance for doubtful accounts each reporting period.

The changes in the allowance for doubtful accounts are as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Allowance for doubtful accounts – beginning balance	$ 8,348	$ 8,426	$ 8,544	$ 7,197
Provision for doubtful accounts	188	1,095	597	2,085
Amounts written off and other adjustments	(445)	(1,376)	(1,050)	(1,137)
Allowance for doubtful accounts – ending balance	$ 8,091	$ 8,145	$ 8,091	$ 8,145

Contract Liabilities

In connection with certain acquisitions, the Company has recognized current and noncurrent contract liabilities, representing off-market values associated with certain wellness program royalty agreements. Amortization of these contract liabilities was $0 and $0.5 million for three months ended June 30, 2024 and 2023, all of which was included within cost of revenues in the Consolidated Statements of Operations and Comprehensive Loss. Amortization of these contract liabilities was $0 and $0.9 million for the six months ended June 30, 2024 and 2023, all of which was included within cost of revenues in the Consolidated Statements of Operations and Comprehensive Loss. Additionally, the Company has recognized certain contract liabilities due to a former related party in the amount of $17.5 million, related to service agreements, which is included in accrued expenses and other current liabilities in the Consolidated Balance Sheets as of June 30, 2024 and December 31, 2023.

Deferred Revenue

The Company records contract liabilities pursuant to ASC 606 which consist of deferred revenue and contract billings in excess of earned revenue.

Deferred revenues arise from contracts that permit upfront billing and the collection of fees covering the entire contractual service period, which is generally six to twelve months and in advance of the satisfaction of the performance obligations identified within the related contract. As of June 30, 2024 and December 31, 2023, such fees were $5.4 million and $5.5 million, respectively. The Company recognized $0.7 million of revenue during the three months ended June 30, 2024 that was included in deferred revenue at December 31, 2023. The Company recognized $1.8 million of revenue during the six months ended June 30, 2024 that was included in deferred revenue at December 31, 2023.

Revenue Recognition

Performance-Based Revenue

Certain contracts place a portion of fees at risk based on achieving certain performance metrics, such as customer cost savings, and/or clinical outcomes improvements (performance-based). The Company uses the most likely amount method to estimate variable consideration for these performance guarantees. The Company includes in the transaction price some, or all, of a variable consideration amount only to the extent that it is not probable that a significant reversal in the amount of cumulative revenue recognized will occur when the uncertainty associated with the variable consideration is subsequently resolved. The Company utilizes customer data to measure performance. Performance-based fees subject to refund that the Company has not recognized as revenues are generally due to either: (1) data from the customer is insufficient or incomplete to measure performance; or (2) interim performance measures indicate that it is not probable that the Company will meet the relevant performance target(s). As of June 30, 2024 and December 31, 2023, such fees included within deferred revenue were $4.5 million and $4.9 million, respectively.

In the event that performance measures are not met by the end of the measurement period, typically one year, some or all of the performance-based fees are required to be refunded. During the settlement process under a contract, which generally occurs six to eight months after the end of a contract year, performance-based fees are reconciled and settled. Approximately $1.7 million and $1.0 million of revenues recognized during the three months ended June 30, 2024 and 2023, respectively, were performance-based. During the three months ended June 30, 2024, $0.6 million of revenue was recognized, which related to services provided prior to December 31, 2023.

Approximately $3.2 million and $2.1 million of revenues recognized during the six months ended June 30, 2024 and 2023, respectively, were performance-based. During the six months ended June 30, 2024, $1.3 million was recognized in revenue that related to services provided prior to December 31, 2023. As of June 30, 2024 and 2023, the cumulative amount of performance-based revenues that had met the criteria for recognition and had been recognized but had not yet been settled with customers, totaled $2.0 million and $4.4 million, respectively.

Remaining Performance Obligations

Remaining performance obligations represent contracted revenues that are non-cancellable and have not yet been recognized due to unsatisfied or partially satisfied performance obligations. This includes deferred revenues and amounts that will be invoiced and recognized as revenues in future periods. As of June 30, 2024, future estimated revenue related to performance obligations with terms of more than one year that are unsatisfied or partially unsatisfied at the end of the reporting period was approximately $51.2 million. As of June 30, 2024, the Company expects to recognize revenue on approximately 92% of these unsatisfied performance obligations over the following 24 months and the remainder thereafter.

Disaggregated Revenue

The following table presents the Company’s revenues disaggregated by revenue source (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Enterprise	$ 46,176	$ 64,052	$ 93,135	$ 134,244
Provider	30,675	29,191	59,102	58,165
Life Sciences	17,414	17,110	32,889	34,239
Total Revenue	$ 94,265	$ 110,353	$ 185,126	$ 226,648

Other (Expense) Income

For the three and six months ended June 30, 2024 and 2023, other income consisted of the following (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Re-measurement of contingent consideration	$ (428)	$ 770	$ (134)	$ 908
Re-measurement of warrant liabilities	(1,080)	(866)	(995)	(866)
Other	(34)	(2,535)	(47)	(2,243)
Total other (expense) income	$ (1,542)	$ (2,631)	$ (1,176)	$ (2,201)

Accounting Standards Not Yet Adopted

As an emerging growth company (“EGC”), the Jumpstart Our Business Startups Act (“JOBS Act”) allows the Company to delay adoption of new or revised accounting pronouncements applicable to public companies until such pronouncements are applicable to private companies (that is, those that have not had a registration statement declared effective under the Securities Act of 1933, as amended (the “Securities Act”), or do not have a class of securities registered under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)). The Company has elected to use this extended transition period under the JOBS Act until such time as the Company is no longer considered to be an EGC. The adoption dates discussed below reflect this election.

Income Taxes. In December 2023, the FASB issued ASU No. 2023-09 "Income Taxes (Topic 740): Improvements to Income Tax Disclosures." The new ASU requires public business entities, on an annual basis, to provide a tabular rate reconciliation (using both percentages and reporting currency amounts) of (1) the reported income tax expense (or benefit) from continuing operations, to (2) the product of the income (or loss) from continuing operations before income taxes and the applicable statutory federal (national) income tax rate of the jurisdiction (country) of domicile using specific categories and separate disclosure for any reconciling items within certain categories that are equal to or greater than a specified quantitative threshold. A public business entity is required to provide an explanation, if not otherwise evident, of the individual reconciling items disclosed, such as the nature, effect, and underlying causes of the reconciling items and the judgment used in categorizing the reconciling items. For each annual period presented, the ASU requires all reporting entities to disclose the year-to-date amount of income taxes paid (net of refunds received) disaggregated by federal (national), state, and foreign. It also requires additional disaggregated information on income taxes paid (net of refunds received) to an individual jurisdiction equal to or greater than 5% of total income taxes paid (net of refunds received). The ASU requires that all reporting entities disclose income (or loss) from continuing operations before income tax expense (or benefit) disaggregated between domestic and foreign, and income tax expense (or benefit) from continuing operations disaggregated by federal (national), state, and foreign. The ASU is effective for public entities for annual periods beginning after December 15, 2024. We are still evaluating the impact on our financial statement disclosures.

Segment Reporting. In November 2023, the FASB issued ASU No. 2023-07 "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." The amendments in this update address the requirement for a public entity to disclose its significant segment expense categories and amounts for each reportable segment. A significant segment expense is any significant expense incurred by the segment, including direct expenses, shared expenses, allocated corporate overhead, or interest expense that is regularly reported to the chief operating decision maker and is included in the measure of segment profit or loss. The disclosure of significant segment expenses is in addition to the current specifically-enumerated segment expenses required to be disclosed, such as depreciation and interest expense. If a public entity does not disclose any significant segment expenses for a reportable segment, it is required to disclose narratively the nature of the expenses used by the chief operating decision maker to manage the segment's operations. The ASU is effective for public entities for fiscal years beginning after December 15, 2023, and interim periods in fiscal years beginning after December 15, 2024. We are still evaluating the impact on our financial statement disclosures as it pertains to the Company's single reportable segment.

2. Fair Value Measurements

The Company's financial instruments consist of cash equivalents, accounts receivable, accounts payable, accrued liabilities, warrant liabilities, and contingent consideration liabilities. Cash equivalents are comprised of money market funds stated at amortized cost, which approximates fair value at the balance sheet dates, due to the short period of time to maturity. Accounts receivable, accounts payable, and accrued liabilities are stated at their carrying value, which approximates fair value due to the short time to the expected settlement date. The warrant liabilities and contingent consideration liabilities are recorded at estimated fair value.

The following tables present the fair value hierarchy for assets and liabilities measured at fair value as of June 30, 2024 (in thousands):

	June 30, 2024			
	Level 1	**Level 2**	**Level 3**	**Total Fair Value**
Cash equivalents				
Money market funds	$ 10,530	$ —	$ —	$ 10,530
Total cash equivalents at fair value	$ 10,530	$ —	$ —	$ 10,530
Liabilities				
Warrant liabilities	$ 1,398	$ —	$ —	$ 1,398
Contingent consideration – other liabilities	—	—	529	529
Total liabilities at fair value	$ 1,398	$ —	$ 529	$ 1,927

The warrants included in the units issued during the initial public offering by Falcon Capital Acquisition Corp. ("FCAC") and the warrants issued by FCAC simultaneously with its initial public offering in a private placement, were both classified within Level 1 as they are publicly traded and have an observable market price in an active market. Additionally, the warrant liabilities are exercisable for one share of common stock at an exercise price of $11.50.

Contingent consideration was classified within Level 3 as it was valued using certain unobservable inputs. The fair value of the contingent consideration is estimated based on the Company's stock price and number of shares expected to be issued related to acquisitions in prior years and are estimated using a Monte Carlo simulation with inputs for the Company's stock price, expected volatility, risk-free rate, first and second earnout hurdles and expected term.

The following is a schedule of changes to the contingent consideration — other liabilities classified as Level 3 for the periods presented (in thousands):

December 31, 2023	$	395
Re-measurement of contingent consideration		134
June 30, 2024	$	529

3. Balance Sheet Components

Accrued Expenses and Other Current Liabilities

As of June 30, 2024 and December 31, 2023, accrued expenses and other current liabilities consisted of the following (in thousands):

	June 30, 2024	December 31, 2023
Accrued expenses	$ 20,243	$ 15,546
Accrued compensation	13,260	16,235
Accrued media costs	2,751	5,168
Accrued taxes	1,311	1,837
Operating lease liabilities, current	1,557	1,826
Contract liability due to the Series A Preferred Stockholder	17,496	17,496
Accrued expenses due to the Series A Preferred Stockholder	3,035	6,084
Accrued other	808	1,514
Total accrued expenses and other current liabilities	$ 60,461	$ 65,706

4. Goodwill and Other Intangible Assets

Intangible assets and the related accumulated amortization for each class of intangible asset as of June 30, 2024 were as follows (in thousands):

	June 30, 2024			
	Cost	Accumulated Amortization	Net	Weighted Average Remaining Life
Definite-lived, intangible assets				
Technology – features/content	$ 57,315	$ (28,309)	$ 29,006	7.4
Trade name	3,549	(2,202)	1,347	3.1
Customer relationships	77,849	(42,543)	35,306	8.0
Internal-use software	185,430	(143,340)	42,090	1.7
Total definite-lived, intangible assets	$ 324,143	$ (216,394)	$ 107,749	
Intangible assets not subject to amortization				
Internal-use software projects in process	$ 10,529	$ —	$ 10,529	
Indefinite-lived, trade names	5,030	—	5,030	
Total intangible assets not subject to amortization	15,559	—	15,559	
Total intangible assets	$ 339,702	$ (216,394)	$ 123,308	

The following tables set forth the changes in the carrying amount of the Company’s goodwill for the period presented (in thousands):

December 31, 2023	$ 192,037
Foreign currency translation adjustment	(218)
June 30, 2024	$ 191,819

Goodwill and intangible assets deemed to have indefinite lives are not amortized but are subjected to annual tests of impairment. The Company tests goodwill and indefinite-lived intangible assets for impairment annually in the fourth quarter and between annual tests if an event occurs or circumstances change that would indicate that it is more likely than not that the carrying amount may be impaired. The Company initially evaluates qualitative factors to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If the qualitative assessment is not conclusive, a quantitative assessment of the fair value of a reporting unit is performed to test goodwill for impairment using a combination of income and market approaches. There have been no impairments of goodwill since the Company’s inception.

As a result of the sustained decline in the Company’s stock price and associated market capitalization, the Company performed an impairment test during the second quarter of 2024. The fair value of the reporting units for goodwill impairment testing was determined using both an income approach and market approach. The income approach was based on discounted projected future (debt-free) cash flows for each reporting unit. The discount rates applied to these cash flows were based on the weighted average cost of capital for each reporting unit, which takes market participant assumptions into consideration. For the market approach, we used both the guideline public company and similar transaction methods. The guideline public company method analyzes market multiples of revenue and EBITDA for a group of comparable public companies. Under the similar transactions method, valuation multiples are calculated utilizing actual transaction prices and revenue and EBITDA data from target companies deemed similar to the reporting unit. As a result of the interim test, the fair values of each of our reporting units exceeded their respective book values in excess of approximately 23%, and the Company determined there was no impairment. An increase of 100 basis points in the weighted average cost of capital or a decrease of 100 basis points in annual forecasted revenues would have resulted in a 3% and 11% decline in the fair value, respectively of our reporting units which would not have resulted in impairment.

During the second quarter of 2024, certain intellectual property was determined to be fully impaired due to the Company's determination in early July 2024, that it would cease use of the intellectual property asset. The Company impaired the remaining net book value amount of the asset of $2.8 million, which was recorded to amortization expense in the Consolidated Statements of Operations and Comprehensive Loss. The fair value of this intellectual property as of December 31, 2023 was $3.1 million as determined by using the relief from royalty method.

Amortization expense for intangible assets during the three months ended June 30, 2024 and 2023 totaled $15.7 million and $13.5 million, respectively. Amortization expense for intangible assets during the six months ended June 30, 2024 and 2023 totaled $28.4 million and $27.4 million, respectively. Amortization expense is included in depreciation and amortization in the Consolidated Statements of Operations and Comprehensive Loss and inclusive of impairment amounts discussed above.

The following is a schedule of estimated future amortization expense for intangible assets as of June 30, 2024 (in thousands):

Year ending December 31:	
Remainder of 2024	$ 21,080
2025	31,135
2026	17,643
2027	10,015
2028	6,933
Thereafter	20,943
Total	$ 107,749

5. Income Taxes

As a result of the Company's history of net operating losses, the Company has provided for a full valuation allowance against its deferred tax assets, with the exception of its German and French operations. For the three and six months ended June 30, 2024, the Company recognized income tax expense of less than $0.1 million, primarily due to state income tax. For the three and six months ended June 30, 2023, the Company recognized income tax expense of less than $0.1 million, primarily due to state income tax.

6. Common Stock and Stockholders' Equity

Warrants

In connection with debt and equity financings and certain partnership arrangements, the Company may issue warrants. Warrants classified as liabilities generally vest immediately and are exercisable upon issuance and have an expiration of seven years from the date of issuance. Warrants classified as equity generally vest after three years from the date of issuance and have an expiration of seven years from the date of issuance.

As of June 30, 2024, the following warrants to purchase common stock were issued and outstanding:

Classification	**Warrants Outstanding**	**Exercise Price per Share**
Equity	1,278,746	$4.21 - $5.61
Liability	17,433,334	$11.50

The Company has also entered into, and may in the future enter into, contractual arrangements with certain customers and other parties and earnout arrangements in connection with acquisitions that, in each case, provide for the issuance of warrants and/or common stock upon the achievement of specified milestones. As of June 30, 2024, these agreements provide for the issuance of up to 3,238,675 shares of common stock and 7,025,257 warrants to purchase shares of common stock. With respect to these arrangements, there were 69,335 warrants earned but not issued as of June 30, 2024.

Share-based Payments

Stock option and restricted stock unit activity, prices, and values during the six months ended June 30, 2024 are as follows (in thousands, except share and per share amounts):

	Options Outstanding				Restricted Stock Units	
	Number of Options	Weighted-Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in thousands)	Number of Plan shares outstanding	Weighted-Average Grant Date Fair Value per share
Outstanding as of December 31, 2023	92,218,339	$ 3.01	5.87	$ 1,256	49,007,766	$ 1.93
Granted	—	—			46,358,913	$ 0.88
Exercised/Released	(746,620)	$ 0.68		$ 499	(17,848,655)	$ 1.73
Cancelled/Forfeited	(4,281,387)	$ 2.12			(2,350,100)	$ 1.81
Outstanding as of June 30, 2024	87,190,332	$ 3.07	5.35	$ 8,252	75,167,924	$ 1.33
Vested and/or exercisable as of June 30, 2024	72,049,164	$ 1.90	5.01	$ 8,252	—	$ —
Vested and/or exercisable as of December 31, 2023	73,902,493	$ 1.89	5.49	$ 1,256	—	$ —

The intrinsic value is calculated as the difference between the exercise price of the underlying common stock option award and the estimated fair value of the Company’s common stock. Vested but unissued restricted stock units as of June 30, 2024 and December 31, 2023 were immaterial.

Share-based compensation expense for employee and nonemployee options and restricted stock units included in the Consolidated Statements of Operations and Comprehensive Loss is as follows for the three and six months ended June 30, 2024 and 2023 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Cost of revenues	$ 137	$ 188	$ 349	$ 299
Sales and marketing	1,538	1,447	3,042	2,275
Product and technology	1,693	1,155	3,126	2,223
General and administrative	12,432	9,359	22,879	17,319
Total share-based compensation expense	$ 15,800	$ 12,149	$ 29,396	$ 22,116

Additionally, share-based compensation costs, reflected within additional paid-in capital in the Consolidated Statement of Redeemable Convertible Preferred Stock and Stockholders’ Equity (Deficit) for the three months ended June 30, 2024 and 2023, included approximately $0.3 million and $0.6 million related to capitalizable internally developed software activities, respectively. Share-based compensation, reflected within additional paid-in capital in the Consolidated Statement of Redeemable Convertible Preferred Stock and Stockholders’ Equity (Deficit) costs for the six months ended June 30, 2024 and 2023, included approximately $0.6 million and $1.1 million related to capitalizable internally developed software activities, respectively.

On May 31, 2023, each of the principal executive officer, principal financial officer, other named executive officers, and certain eligible employees of the Company voluntarily elected to forgo up to 25% of their cash base salary for the next 12 months, and in lieu thereof received restricted stock units (“RSUs”) with a value equal to the cash amount they elected to forego over the 12-month period. In consideration for forgoing guaranteed cash compensation, each individual received an additional number of RSUs with a value equal to 25% of the amount of cash salary they elected to forgo. The RSUs were issued in June

2023 and vested in four equal quarterly installments over the next 12 months, subject to the individual's continued employment. The ability of the named executive officers and other eligible employees to make such election to forgo guaranteed cash compensation and receive RSUs in lieu thereof was approved by the Compensation and Human Capital Committee of the Company's board of directors. The unvested RSUs were classified as a liability. These RSU's have fully vested as of May 15, 2024, and $0.4 million has been reclassified from liability to equity as of June 30, 2024. As such, all share-based compensation costs are reflected within additional paid-in capital in the Consolidated Statement of Redeemable Convertible Preferred Stock and Stockholders' Equity (Deficit) as of June 30, 2024.

7. Commitments and Contingencies

Legal Matters

From time to time, the Company is subject to litigation in the normal course of business. The Company is of the opinion that, based on the information presently available, the resolution of any such legal matters will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows. The Company has accrued for losses that are both probable and estimable.

We are also party to investigations and legal disputes and losses related to certain matters that are reasonably possible, but at this time, we cannot estimate a loss or range of losses.

Sharecare, Inc.
Notes to Unaudited Consolidated Financial Statements
(Unaudited)

8. Related-Party Transactions

Sul América Serviços de Saúde S.A. (Sul América), is a customer of and owns a 49% interest in Sharecare Brasil Servicios de Consultoria, Ltda. As of the year ended December 31, 2023, the Company ended the services contract with this related party and ceased operations of Sharecare Brasil Servicios de Consultoria, Ltda. Revenues recognized for the three month period ended June 30, 2024 and 2023 from Sul América totaled $0.1 million and $1.4 million, respectively. Revenues recognized for the six month period ended June 30, 2024 and 2023 from Sul América totaled $0.4 million and $2.6 million, respectively. For the six-month period ended June 30, 2024, the revenues recognized represent variable termination fee revenue, which was previously constrained and for which uncertainty about the variable amount to be received was resolved.

The Series A Preferred Stock is held by a customer that also had an employee serving on the Sharecare Board. During the three month period ended June 30, 2023, the board member ceased employment with the customer. Subsequent to the board member's termination of employment with the customer, this customer was no longer considered a related party. Revenues recognized for this customer for the three months ended June 30, 2023 totaled $4.7 million. Revenues recognized for this customer for the six months ended June 30, 2023 totaled $9.4 million. As of December 31, 2023, $13.0 million in receivables were outstanding from this related party.

During the third quarter of 2022, we entered into a revenue contract with the Series A Preferred Stockholder to provide patient advocacy services. We also entered into separate agreements to purchase distinct goods and services. These agreements are now subject to a dispute. Separate from the above disclosed amounts for this related party, revenues recognized related to these distinct services for the three and six months ended June 30, 2023, totaled $10.9 million and $23.0 million, respectively. Additionally, revenue for the three and six months ended June 30, 2023, included $0.4 million and $0.8 million of amortization of contract assets, respectively. For the three and six months ended June 30, 2023, cost of sales totaled $9.5 million and $20.4 million, respectively. Amounts paid under the agreements that were not determined to be distinct were recorded as a reduction of revenues.

As of December 31, 2023, there were $34.3 million in receivables and $51.1 million in accounts payable and accrued expenses recorded in connection with these distinct agreements. Additionally, in 2022 the Company acquired certain intellectual property which was determined to be distinct and recorded an intangible asset, which is being amortized over its estimated useful life. The unamortized balance of the intangible asset was $3.1 million as of December 31, 2023.

The Company has a customer that was a related party for the year ended December 31, 2023 due to an affiliation with a member of the Sharecare Board. This member was nominated during the first quarter of 2023 and has subsequently ceased employment with the customer. This customer is no longer considered a related party as of December 31, 2023. As of December 31, 2023, $1.0 million in receivables were outstanding from this related party and revenues recognized for the three and six months ended June 30, 2023 totaled $1.0 million and $1.8 million, respectively.

9. Net Loss Per Share

Basic and diluted net loss per share attributable to common stockholders was calculated as follows (in thousands, except share and per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Numerator				
Net loss	$ (42,021)	$ (35,647)	$ (77,165)	$ (70,652)
Less: Net income (loss) attributable to noncontrolling interests in subsidiaries	16	(504)	(41)	(850)
Net loss available to common stockholders	$ (42,037)	$ (35,143)	$ (77,124)	$ (69,802)
Denominator				
Weighted-average common shares outstanding, basic and diluted	360,401,283	354,049,808	357,315,727	353,490,234
Net loss per share attributable to common stockholders, basic and diluted	$ (0.12)	$ (0.10)	$ (0.22)	$ (0.20)

The Company's potential dilutive securities, which include stock options and restricted stock units, redeemable convertible preferred stock, and contingently issuable shares, have been excluded from the computation of diluted net loss per share for the three and six months ended June 30, 2024 and 2023, as they are anti-dilutive and the effect would be to reduce the net loss per share. Therefore, the weighted-average number of common shares outstanding used to calculate both basic and diluted net loss per share attributable to common stockholders is the same. The Company excluded the following potential common share equivalents presented based on amounts outstanding at each period end, from the computation of diluted net loss per share attributable to common stockholders for the periods indicated because including them would have had an anti-dilutive effect:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	**2023**	**2024**	**2023**
Stock options and restricted stock units	1,644,113	12,349,481	2,152,095	21,120,393
Redeemable convertible preferred stock	5,000,000	5,000,000	5,000,000	5,000,000
Total	6,644,113	17,349,481	7,152,095	26,120,393

Additionally, stock options of 87.1 million that have exercise prices in excess of the average market price of common shares for the three months ended June 30, 2024 and restricted stock units of 73.7 million as of June 30, 2024 are not included in the calculation of potentially dilutive securities, but could become dilutive in future periods. Stock options of 86.9 million that have exercise prices in excess of the average market price of common shares for the six months ended June 30, 2024 and restricted stock units of 73.3 million as of June 30, 2024 are not included in the calculation of potentially dilutive securities, but could become dilutive in future periods.

For the prior period, stock options of 91.9 million that have exercise prices in excess of the average market price of common shares for the three months ended June 30, 2023 and restricted stock units of 46.0 million as of June 30, 2023 are not included in the calculation of potentially dilutive securities. Stock options of 83.8 million that have exercise prices in excess of the average market price of common shares for the six months ended June 30, 2023 and restricted stock units of 45.3 million as of June 30, 2023 are not included in the calculation of potentially dilutive securities.

10. Subsequent Events

The Company considers events or transactions that occur after the balance sheet date, but before the consolidated financial statements are issued, to provide additional evidence relative to certain estimates or identify matters that require additional disclosures. The Company evaluated subsequent events through August 9, 2024, the date on which the consolidated financial statements were available to be issued, noting no such material events.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of the financial condition and results of operations of Sharecare, Inc. (for purposes of this section, "the Company," "Sharecare," "we," "us" and "our") should be read together with the Company's audited financial statements as of and for the years ended December 31, 2023, 2022, and 2021, together with the related notes thereto, included in our Annual Report on Form 10-K filed with the SEC on March 29, 2024, and Sharecare's unaudited interim financial statements as of June 30, 2024 and for the three and six months ended June 30, 2024 and 2023, together with the related notes thereto, included elsewhere in this Quarterly Report on Form 10-Q. Actual results may differ materially from those contained in any forward-looking statements.

Cautionary Statement Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q includes forward-looking statements regarding, among other things, the plans, strategies and prospects, both business and financial, of Sharecare. These statements are based on the beliefs and assumptions of our management. Although we believe that our plans, intentions, and expectations reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties, and assumptions. Generally, statements that are not historical facts, including statements concerning possible or assumed future actions, business strategies, events or results of operations, are forward-looking statements. These statements may be preceded by, followed by or include the words "believes," "estimates," "expects," "forecasts," "may," "will," "should," "seeks," "plans," "scheduled," "anticipates," "possible," "continue," "might," "potential" or "intends" or similar expressions. Forward-looking statements contained in this report include, but are not limited to, statements regarding our expectations as to:

- our business, operations and financial performance, including:
    - expectations with respect to our financial and business performance, including financial projections and business metrics and any underlying assumptions thereunder;
    - future business plans and growth opportunities, including revenue opportunities available from new or existing clients and expectations regarding the enhancement of platform capabilities and addition of new solution offerings;
    - developments and projections relating to our competitors and the digital healthcare industry;
    - the impact of rising inflation, increasing interest rates, public health emergencies, financial institution disruptions and other macroeconomics factors on our business and the actions we may take in response thereto;
    - our expectations regarding anticipated and future partnerships or other relationships with third parties and future acquisitions;
    - our future capital requirements and sources and uses of cash, including potential share repurchases and our ability to obtain additional capital in the future and fully access our Revolving Facility; and
    - our ability to recognize performance-based revenue;
- the pending Merger (as defined below);
- our status as an EGC and our intention to take advantage of accommodations available to EGCs under the JOBS Act;
- our ability to maintain compliance with Nasdaq listing standards;
- our success in retaining or recruiting, or changes required in, our officers, key employees or directors, and the success of our workplace globalization efforts; and
- the other estimates and matters described in this Quarterly Reports on Form 10-Q under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations."

These forward-looking statements are based on information available as of the date of this report, and current expectations, forecasts and assumptions, and involve a number of judgments, risks and uncertainties. Important factors could cause actual results to differ materially from those indicated or implied by forward-looking statements include, but are not limited to, those set forth in this report and in the "Risk Factors" section of this Quarterly Report on form 10-Q and in our Annual Report on Form 10-K filed with the SEC on March 29, 2024. For example, the Company's expectations regarding future performance assume business currently under contract and satisfaction by our customers of their contractual obligations under those agreements, which is not within the Company’s control. If a customer fails to satisfy its contractual obligations, actual results could be negatively impacted. Accordingly, forward-looking statements should not be relied upon as representing our views as of any subsequent date, and we do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

Should one or more of these risks or uncertainties materialize, or should any of the underlying assumptions prove incorrect, actual results may vary in material respects from those expressed or implied by these forward-looking statements. You should not place undue reliance on these forward-looking statements.

Overview

We are a leading digital healthcare company that helps people access, navigate and unify resources to improve their health and well-being in one place, regardless of where they are in their health journey. Our comprehensive and data-driven interoperable ecosystem is designed to help people, providers, employers, health plans, government organizations, and communities optimize individual and population-wide well-being by enabling positive behavior change. Driven by our philosophy that we are “all together better”, at Sharecare, we are committed to supporting each individual through the lens of their personal health and ensuring high-quality care is more accessible and affordable for everyone.

Our digital first ecosystem is centered on the person. We believe everyone’s health and well-being is inherently interconnected. Just as a person’s physical health is inextricably linked to their mental and emotional health, an individual’s health is also connected to a greater collective that includes their employer, providers, insurers, colleagues, family, friends, and local communities. However, these groups have historically remained disconnected with various stakeholders providing potentially hundreds of fragmented point solutions, each addressing only one or two specific health-related objectives. By integrating fragmented point solutions and bringing together disparate stakeholders across the healthcare ecosystem into one connected, interoperable virtual care platform, we believe that we can fulfill the role of a unifier and leverage smartphone technology to foster a frictionless user-friendly experience that engages people across the dynamic continuum of their healthcare needs. We have built our platform into what we believe is the most comprehensive and seamless experience currently available in the digital healthcare space.

Our business combines business-to-business and direct-to-consumer sales models and functions on a more distinctive business-to-business-to-person model. Focusing on the individual, we aim to provide a solution that we believe is more comprehensive than other digital platforms by bringing together scientifically validated clinical programs and engaging content to deliver a personalized experience for our members, whether they come to us by way of the workplace, the exam room, or the living room.

We derive revenue from multiple stakeholders and while we are focused on the individual’s unique experience, our platform is purpose-built to seamlessly connect stakeholders to the health management tools they need to drive engagement, establish sustained participation, increase satisfaction, reduce costs, and improve outcomes. As we expand our offerings and look to further develop our technologies, we continue to consider the distinct needs of each client channel as well as opportunities to better connect and cross-sell while we grow and integrate our solutions into one seamless platform.

Our one platform can be disaggregated into three client channels:

- ***Enterprise Solutions***: Our enterprise channel includes a range of clients — from large employers and healthcare systems to government agencies and health plans — that use our platform to engage with their populations, dynamically measure the impact of that engagement, and efficiently deliver health and wellness services.

- ***Provider Solutions***: Our suite of data and information-driven solutions for healthcare providers is tailored to improve productivity and efficiency and enhance patient care and management while upholding the latest compliance, security, and privacy standards.

- ***Life Sciences***: Our robust platform and suite of digital products and medical expert knowledge provides members with personalized information, programs, and resources to improve their health and well-being, and affords sponsors the opportunity to integrate their brands into Sharecare’s consumer experience in a highly contextual, relevant, and targeted environment.

Pending Merger

On June 21, 2024, the Company entered into an Agreement and Plan of Merger (the “Merger Agreement”) by and among the Company, Impact Acquiror Inc., a Delaware corporation (“Parent”), Impact Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of Parent (“Merger Sub”). Parent and Merger Sub are affiliates of Altaris, LLC.

The Merger Agreement provides that, among other things and on the terms and subject to the conditions of the Merger Agreement, (i) Merger Sub will merge with and into the Company (the “Merger”), with the Company surviving the Merger as a wholly owned subsidiary of Parent (the “Surviving Corporation”); (ii) at the effective time of the Merger (the “Effective Time”), each issued and outstanding share of common stock of the Company, par value $0.0001 per share (the “Company Common Stock”) (other than (a) shares of Company Common Stock that, immediately prior to the Effective Time, are held by the Company and not held on behalf of third parties, immediately prior to the Effective Time, (b) shares of Company Common Stock that are owned by Parent or Merger Sub, in each case immediately prior to the Effective Time, (c) shares of Company Common Stock that are issued and outstanding immediately prior to the Effective Time and that are held by any holder who is entitled to demand and properly demands appraisal of such shares of Company Common Stock pursuant to Section 262 of the General Corporation Law of the State of Delaware, and (d) certain shares of Company Common Stock that are owned by Jeff Arnold, the Company’s Executive Chairman, and certain of his affiliates (together, the “Arnold Parties”), which shares will be (1) contributed, transferred and assigned by the Arnold Parties to an affiliate of the Surviving Corporation in exchange for certain equity securities in such affiliate of the Surviving Corporation, and (2) contributed to Parent immediately prior to the Closing, in each case pursuant to the terms of a certain rollover agreement by and among the Arnold Parties and certain affiliates of Parent entered into concurrently with the execution and delivery of the Merger Agreement) will be automatically converted into the right to receive $1.43 in cash, without interest (the “Merger Consideration”); and (iii) each share of Series A convertible preferred stock, par value $0.0001 per share (“Preferred Shares”), issued and outstanding immediately prior to the Effective Time will not be converted into the right to receive the Merger Consideration and will remain issued and outstanding following the Effective Time.

The completion of the Merger is subject to the fulfillment or waiver of certain customary mutual closing conditions, including, (i) the adoption of the Merger Agreement by holders of a majority of the aggregate voting power of the outstanding shares of Company Common Stock and Preferred Shares entitled to vote thereon, voting together as a single class, (ii) the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and (iii) the absence of any law or order by a governmental authority enjoining or otherwise prohibiting consummation of the Merger. The obligation of each party to consummate the Merger is also conditioned upon certain unilateral closing conditions, including the other party’s representations and warranties being accurate (subject to certain customary materiality exceptions) and the other party having performed in all material respects its obligations under the Merger Agreement. The consummation of the Merger is not subject to any financing condition.

The Merger Agreement contains termination rights for each of Parent and the Company, including, among others, (i) if the consummation of the Merger does not occur on or before December 21, 2024, subject to one three-month extension if on such date all of the closing conditions in the Merger Agreement except for those relating to regulatory approvals have been satisfied or waived), (ii) if the approval of the Company’s stockholders is not obtained following the meeting of the Company’s stockholders for purposes of obtaining such approval and (iii) subject to certain conditions, (a) by Parent, if the Board or the Special Committee makes an adverse recommendation change with respect to the Merger or (b) by the Company, if the Company wishes to terminate the Merger Agreement to enter into a definitive contract with respect to a Superior Proposal (as defined by the Merger Agreement).

The Company would be required to pay a termination fee to Parent equal to approximately $17.7 million if the Merger Agreement is terminated in certain specified circumstances, including the termination by Parent in the event of a change of recommendation by the Board or the termination by the Company to enter into a contract with respect to a Superior Proposal.

The expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 in connection with the Merger occurred at 11:59 p.m. ET on August 8, 2024. The expiration of the waiting period satisfies one of the conditions necessary for the consummation of the Merger, which is expected to occur in the second half of 2024, subject to approval by Sharecare stockholders and other remaining closing conditions. The exact timing of completion of the Merger, if at all, cannot be predicted because the Merger is subject to the adoption of the Merger Agreement by our stockholders and the satisfaction of the other remaining closing conditions.

We are subject to customary restrictions on our ability to solicit alternative acquisition proposals from third parties and to provide non-public information to, and participate in discussions and engage in negotiations with, third parties regarding alternative acquisition proposals, subject to customary exceptions.

For further discussion about the Merger, see the section titled "Proposed Transaction with Altaris" in Note 1 - Summary of Significant Accounting Policies in the notes to the consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q, our Form 8-K filed with the SEC on June 21, 2024, our preliminary proxy statement filed with the SEC on August 5, 2024, the transaction statement on Schedule 13E-3 jointly filed by us and certain other parties with the SEC on August 5, 2024, and any other documents or materials related to the Merger we may file when they become available.

Key Factors and Trends Affecting our Operating Performance

Our financial condition and results of operations have been, and will continue to be, affected by a number of factors, including our success with respect to the following:

- Expanding our Footprint. We believe that our current client base represents a small fraction of potential clients that could benefit from our highly differentiated solutions. We will continue to invest in our sales and marketing efforts and leverage our partner relationships to continue to acquire new clients, including individuals, providers, employers, health plans, government organizations, and communities.
- Expanding our Existing Client Relationships. We also believe that there is significant opportunity to generate growth by maintaining and expanding our relationships with existing clients, including:
  - increasing engagement and enrollment of eligible members with our existing enterprise clients through continued sales and marketing efforts, including targeted next-generation digital modeling and marketing, and capitalizing on insights from claims ingestion (the process by which we receive and process information from our clients), population risk stratification and incentives management;
  - facilitating intervention with Sharecare+, our high-touch, digital-first advocacy driving high quality experience, care, and value support;
  - promoting our marketplace of existing targeted digital therapeutics to close gaps in care in high-cost areas, which we believe represents a $1 billion revenue opportunity within our currently contracted clients; and
  - expanding our relationships with our top 25 provider clients with an opportunity to extend our provider products and services to more than 8,500 additional healthcare sites.
- Offering Additional Solutions. We believe there is significant opportunity to cross-sell our provider solutions to existing accounts, including deploying our value-based care solution to approximately 6,000 health system clients.
- Growing our Platform. We are constantly evaluating the marketplace for ways to broaden and enhance our client and member experience, improve clinical results, and increase revenue through product innovation, partnerships, and acquisitions. We intend to continue to leverage our expertise through adding digital therapeutics partnerships as well as the acquisition of products and services that are directly relevant to our existing clients. Additionally, we believe our strong and embedded client relationships provide us with unique perspectives into their evolving needs and the needs of their populations. For example, in January 2023, we launched Sharecare+, our digital-first, comprehensive advocacy solution designed to deliver value through benefits navigation, clinical engagement, virtual care, and chronic case and utilization management.
- Evolving our Products to Cater to an Evolving Industry. As the digital healthcare industry grows, we closely monitor evolving consumer trends and organizations' needs so that we may adapt our platform to better suit our clients' demands. Since March 2020, the COVID-19 pandemic greatly accelerated the demand for virtual care solutions and resulted in rapid growth and increased adoption of digital health technologies, which Sharecare was in a unique position to undertake. By building on our deep expertise in handling and managing mass health data, we launched a suite of distinct but complementary digital tools and programs to address the evolving emotional, educational, clinical, and operational challenges introduced by the pandemic. We intend to continue to look for opportunities to leverage our platform and expertise to provide first-mover solutions to evolving and future demands in the digital healthcare industry.
- Acquisitions. We believe that our proven track record of successful acquisitions coupled with the flexibility and capabilities of our platform positions us to continue opportunistically pursuing attractive M&A opportunities. We believe this potential is further accentuated by our multiple client channels and constantly expanding member base. Future acquisitions could drive value and growth in a host of ways, including access to new customers and potential cross-sell opportunities; unlocking new customer channels or geographies; adding new solutions to serve our existing client base; and adding new capabilities to enhance our existing solution offering or the efficiency of

our platform. In addition, we believe our acquisition track record demonstrates our ability to realize synergies and optimize performance of potential M&A partners.

- Globalization Efforts and Cost Savings. Through our globalization efforts, we believe there is opportunity to achieve approximately $30 million in annualized cost savings, which will include both operating and capitalized expense reductions. These efforts across our Provider and Enterprise channels have begun to yield cost savings, which began in the first quarter of 2023 and continue to increase as the global shared service center becomes fully operational.

- Contract Dispute. We are currently in a contract dispute with a customer over an attempted termination by that party of a contract we believe is non-terminable, with remaining fees owed to the Company totaling $50 million over the life of the contract. The counterparty has withheld payment of outstanding invoices and has indicated it does not intend to make any additional payments to the Company under the contract. We believe the contract unambiguously prohibits termination by the counterparty or the withholding of any fees payable to the Company and counterparty's failure to remit payments and repudiation of future payment obligations constitutes a clear and material breach of the contract. Therefore, we have disputed the purported termination and are vigorously pursuing recovery of the amounts owed under the contract plus damages from the counterparty. We also have other commercial contracts related to advocacy services with certain subsidiaries of the same party that we believe have been breached by such subsidiaries, and we are in the process of taking action to enforce our rights and remedies under the applicable contracts. That contract dispute relates to pricing, amounts owed under the contracts and related matters and is not related to issues regarding the delivery of services by Sharecare. However, it became unfeasible for us to continue to deliver contracted services during the fourth quarter of 2023, which has had a negative impact on our financial results. These disputes are expected to continue to impact our financial results, and we are unable to estimate the probability of a favorable or unfavorable outcome with respect to the disputes at this time. We also expect to incur additional costs as we pursue our legal rights and remedies.

Components of Our Results of Operations

Revenue

The enterprise channel provides employers and health plans with health management programs for large populations, including digital engagement, telephonic coaching, incentives, biometrics, digital therapeutics, home health offerings, advocacy solutions, and subscriptions to the Sharecare platform. Revenue is recognized on a per member per month ("PMPM") basis or as services are provided. Provider revenue is primarily based on health document requests filled in the health data services business line, as well as subscription fees for various technology related services that assist providers with performance and maximizing reimbursement. Life sciences revenue is generated mostly through ad sponsorships to Sharecare's extensive member database.

Costs of Revenue

Costs of revenue consist of costs incurred in connection with delivering our various revenue generating activities. Costs are primarily driven by volumes related to requests, engagement, and incentive fulfillment. The major components that make up our cost of revenue are personnel costs to support program delivery as well as customer service along with share-based compensation for employees engaged in delivering products and services to customers, data management fees related to file processing, and variable fees to deliver specific services that may require third party vendors, direct marketing, fulfillment, transaction fees, costs associated with exiting a contract, settlement of contractual obligations, or other costs that can be reduced to offset a decline in revenue. Because our growth strategy includes substantial opportunity to scale low-personnel cost products, we would anticipate future revenue to grow at a faster rate than cost of revenue as those low-personnel cost products mature. Costs of revenue do not include depreciation or amortization, which are accounted for separately.

Sales and Marketing Expenses

Sales and marketing expenses consist primarily of employee-related expenses, including salaries, benefits, commissions, employment taxes, travel, globalization efforts, and share-based compensation costs for our employees engaged in sales, account management, marketing, public relations and related support. In addition, these expenses include marketing sponsorships and engagement marketing spend. These expenses exclude any allocation of occupancy expense and depreciation and amortization.

We expect our sales and marketing expenses to fluctuate as we strategically invest to expand our business while also cutting back on marketing sponsorships. As we scale our sales and marketing personnel in the medium- to long-term, we expect these expenses to fluctuate in both absolute dollars and as a percentage of revenue.

Product and Technology Expenses

Product and technology expenses include personnel and related expenses for software engineering, information technology infrastructure, business intelligence, technical account management, project management, security, product development, globalization efforts, and share-based compensation. Product and technology expenses also include indirect hosting and related costs to support our technology, outsourced software, and engineering services. Our technology and development expenses exclude any allocation of occupancy expense and depreciation and amortization.

We continue to invest in the development of our technology platform with a more focused effort on the globalization of our technology teams, which has helped to reduce overall spend. This effort has resulted in significant decreases in both operating expenses and capital expenditures. Our technology and development expenses may fluctuate as a percentage of our total revenue from period to period partially due to the timing and extent of our technology and development expenses.

General and Administrative Expenses

General and administrative expenses include personnel and related expenses for our executive, finance, legal, and human resources departments plus all indirect staff in the divisions not attributable to service delivery, sales and marketing, product and technology and our globalization efforts. They also include professional fees, share-based compensation, settlement of legal obligations, lease termination expense, enterprise resource planning implementation costs, acquisition related costs, rent, utilities and maintenance-related costs. Our general and administrative expenses exclude any allocation of depreciation and amortization. Our general and administrative expenses may fluctuate as a percentage of our total revenue from period to period partially due to the timing and extent of our general and administrative expenses.

Depreciation and Amortization

Depreciation and amortization consists primarily of depreciation of fixed assets, amortization of software, amortization of capitalized software development costs and amortization of acquisition-related intangible assets.

Interest Income

Interest income primarily relates to interest recognized on our money market and overnight interest-bearing accounts.

Interest Expense

Interest expense primarily relates to interest and fees incurred on our line of credit and the amortization of debt issuance costs.

Other Income

Other income primarily relates to the guarantee expense of a standby letter of credit for a third party non-profit organization and changes in the fair value of contingent consideration and warrant liabilities.

Results of Operations

Comparison of the Three Months Ended June 30, 2024 and 2023

The following table presents our unaudited Consolidated Statement of Operations for the three months ended June 30, 2024 and 2023, and the percentage change between the two periods:

	Three Months Ended June 30,			
(in thousands)	**2024**	**2023**	**$ Change**	**% Change**
Revenue	$ 94,265	$ 110,353	$ (16,088)	(15)%
Costs and operating expenses:				
Costs of revenue (exclusive of amortization and depreciation below)	51,150	62,948	(11,798)	(19)%
Sales and marketing	13,586	14,959	(1,373)	(9)%
Product and technology	14,714	17,035	(2,321)	(14)%
General and administrative	39,688	35,371	4,317	12 %
Depreciation and amortization	16,280	14,184	2,096	15 %
Total costs and operating expenses	135,418	144,497	(9,079)	(6)%
Loss from operations	(41,153)	(34,144)	(7,009)	(21)%
Other (expense) income				
Interest income	1,023	1,646	(623)	(38)%
Interest expense	(312)	(453)	141	31 %
Other expense	(1,542)	(2,631)	1,089	41 %
Total other (expense) income	(831)	(1,438)	607	42 %
Net loss before taxes	(41,984)	(35,582)	(6,402)	(18)%
Income tax expense	(37)	(65)	28	43 %
Net loss	(42,021)	(35,647)	(6,374)	(18)%
Net income (loss) attributable to noncontrolling interest in subsidiaries	16	(504)	520	103 %
Net loss attributable to Sharecare, Inc.	$ (42,037)	$ (35,143)	$ (6,894)	(20)%

Revenue

Revenue decreased $16.1 million, or 15%, from $110.4 million for the three months ended June 30, 2023 to $94.3 million for the three months ended June 30, 2024. Overall, growth from provider and life sciences channels was offset by reductions at enterprise. At enterprise, the decline was tied to the advocacy product line and a dispute with a specific customer of $9.4 million, expired contracts with several digital product customers of $6.1 million, the shutdown of unprofitable nurse-on-demand locations of $1.8 million and the shutdown of the Brazil joint venture of $1.1 million.

The channel revenue changed as follows: enterprise channel decreased by $17.9 million (from $64.1 million for 2023 to $46.2 million for 2024), the provider channel increased by $1.5 million (from $29.2 million for 2023 to $30.7 million for 2024) and the life sciences channel increased by $0.3 million (from $17.1 million for 2023 to $17.4 million for 2024). Decreases in the enterprise channel of 28% were attributable to a combination of customer terminations, wind down of operations in Brazil, and reduced staffing demand in home health. The provider channel increase of 5% was attributable to increased medical record requests and expansion of record retrieval capabilities. The life sciences channel increased 2%.

Costs of Revenue

Costs of revenue decreased $11.8 million, or 19%, from $62.9 million for the three months ended June 30, 2023 to $51.2 million for the three months ended June 30, 2024. The decrease was attributable to revenue decreases at enterprise as well as optimization in the provider segment. The percentage decrease in costs of revenue was higher than the percentage decrease in revenue primarily due to continued optimization of the medical records business and termination of some low margin customer contracts.

Sales and Marketing

Sales and marketing expense decreased $1.4 million, or 9%, from $15.0 million for the three months ended June 30, 2023 to $13.6 million for the three months ended June 30, 2024. The decrease was attributable to fewer headcount for sales and account management and a reduction in a sports sponsorship arrangement.

Product and Technology

Product and technology expenses decreased $2.3 million, or 14%, from $17.0 million for the three months ended June 30, 2023 to $14.7 million for the three months ended June 30, 2024. The decrease was attributable to decreased labor costs tied to our globalization efforts and a non-cash research and development asset that became fully amortized at the end of 2023. Offsetting this was an increase in non-cash share-based compensation expense.

General and Administrative

General and administrative expense increased $4.3 million, or 12%, from $35.4 million for the three months ended June 30, 2023 to $39.7 million for the three months ended June 30, 2024. Non-cash share-based compensation expense increased $3.1 million and legal and consulting costs tied to the pending merger of $4.6 million contributed to the increase over the prior year, offset by lower facility, employee health and business insurance costs.

Depreciation and Amortization

Depreciation and amortization increased $2.1 million, or 15%, from $14.2 million for the three months ended June 30, 2023 to $16.3 million for the three months ended June 30, 2024. The increase was primarily related to placing platform-related developed software into service.

Other Expense

Other expense decreased $1.1 million from $2.6 million of income for the three months ended June 30, 2023 to $1.5 million of expense for the three months ended June 30, 2024. In the prior period, the expense was driven by a standby letter of credit for a non-profit organization, for which the Company was a guarantor and incurred the cost upon the non-profit organization's default on its obligation. The activity in the current period was mostly related to non-cash mark-to-market adjustments to contingent consideration and warrant liabilities where the adjustment is tied to the change in the per share price of the Company's common stock. The Company did not experience similar non-cash mark-to-market adjustments to contingent consideration and warrant liabilities in the prior period. See Note 1 to Sharecare's consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Comparison of the Six Months Ended June 30, 2024 and 2023

The following table presents our unaudited Consolidated Statement of Operations for the six months ended June 30, 2024 and 2023, and the percentage change between the two periods:

	Six Months Ended June 30,			
(in thousands)	**2024**	**2023**	**$ Change**	**% Change**
Revenue	$ 185,126	$ 226,648	$ (41,522)	(18)%
Costs and operating expenses:				
Costs of revenue (exclusive of amortization and depreciation below)	102,270	130,840	(28,570)	(22)%
Sales and marketing	27,144	30,309	(3,165)	(10)%
Product and technology	29,258	37,843	(8,585)	(23)%
General and administrative	74,595	69,490	5,105	7 %
Depreciation and amortization	29,611	28,965	646	2 %
Total costs and operating expenses	262,878	297,447	(34,569)	(12)%
Loss from operations	(77,752)	(70,799)	(6,953)	(10)%
Other (expense) income				
Interest income	2,297	3,326	(1,029)	(31)%
Interest expense	(528)	(882)	354	40 %
Other expense	(1,176)	(2,201)	1,025	47 %

Total other (expense) income	593	243	350	144 %
Net loss before taxes	(77,159)	(70,556)	(6,603)	(9)%
Income tax expense	(6)	(96)	90	94 %
Net loss	(77,165)	(70,652)	$ (6,513)	(9)%
Net loss attributable to noncontrolling interest in subsidiaries	(41)	(850)	809	95 %
Net loss attributable to Sharecare, Inc.	$ (77,124)	$ (69,802)	$ (7,322)	(10)%

Revenue

Revenue decreased $41.5 million, or 18%, from $226.6 million for the six months ended June 30, 2023 to $185.1 million for the six months ended June 30, 2024. Overall, the decline is from the advocacy product line tied to a dispute with a specific customer of $19.9 million, expired contracts with several digital product customers of $12.0 million, the shutdown of unprofitable nurse-on-demand locations of $6.2 million and the shutdown of the Brazil joint venture of $3.2 million.

The channel revenue changed as follows: enterprise channel decreased by $41.1 million (from $134.2 million for 2023 to $93.1 million for 2024), the provider channel increased by $0.9 million (from $58.2 million for 2023 to $59.1 million for 2024) and the life sciences channel decreased by $1.3 million (from $34.2 million for 2023 to $32.9 million for 2024). The decrease in the enterprise channel of 31% were attributable to the items stated above. The provider channel increase of 2% was attributable to increased average pricing due to better chart retrieval capabilities. The life sciences channel decrease of 4% was in line with expectations, caused by delays in the start of several pharma ad campaigns.

Costs of Revenue

Costs of revenue decreased $28.6 million, or 22%, from $130.8 million for the six months ended June 30, 2023 to $102.3 million for the six months ended June 30, 2024. The percentage decrease in costs of revenue was higher than the percentage decrease in revenue primarily from the elimination of several customer contracts that were operating at lower margins than our average margins, specifically in the enterprise channel.

Sales and Marketing

Sales and marketing expense decreased $3.2 million, or 10%, from $30.3 million for the six months ended June 30, 2023 to $27.1 million for the six months ended June 30, 2024. The decrease was attributable to the scale back of a large sports sponsorship arrangement, reduced headcount costs for sales and account management and lower spend on trade shows and events. This was offset by higher share-based compensation.

Product and Technology

Product and technology expenses decreased $8.6 million, or 23%, from $37.8 million for the six months ended June 30, 2023 to $29.3 million for the six months ended June 30, 2024. The decrease is attributable to decreased labor costs tied to our globalization efforts and a non-cash research and development asset that became fully amortized at the end of 2023. This was offset by an increase in share-based compensation.

General and Administrative

General and administrative expense increased $5.1 million, or 7%, from $69.5 million for the six months ended June 30, 2023 to $74.6 million for the six months ended June 30, 2024. Non-cash share-based compensation expense and costs associated with the pending merger accounted for $11.3 million of the increase, offset by decreases in personnel, rent, medical and business insurance and content production expenses.

Other Expense

Other expense decreased $1.0 million from $2.2 million of expense for the six months ended June 30, 2023 to $1.2 million of expense for the six months ended June 30, 2024. In the previous period, the expense was driven by a standby letter of credit for a non-profit organization, for which the Company was a guarantor and incurred the cost upon the non-profit organization’s default on its obligation. The activity in the current period was mostly related to non-cash mark-to-market adjustments to contingent consideration and warrant liabilities where the adjustment is tied to the change in the per share price of the Company’s common stock. The Company did not experience similar non-cash mark-to-market adjustments to contingent consideration and warrant liabilities in the prior year period. See Note 1 to Sharecare’s consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Non-GAAP Financial Measures

In addition to our financial results determined in accordance with U.S. GAAP, we believe the non-GAAP measures adjusted EBITDA, adjusted net loss, and adjusted loss per share, are useful in evaluating our operating performance. We use adjusted EBITDA, adjusted net loss, and adjusted loss per share to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that these non-GAAP financial measures, when taken together with the corresponding GAAP financial measures, provide meaningful supplemental information regarding our performance by excluding certain items that may not be indicative of our business, results of operations, or outlook. In particular, we believe that the use of adjusted EBITDA, adjusted net loss, and adjusted loss per share is helpful to our investors as they are metrics used by management in assessing the health of our business and our operating performance. However, non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool, and should not be considered in isolation or as a substitute for financial information presented in accordance with GAAP. In addition, other companies, including companies in our industry, may calculate similarly-titled non-GAAP measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measures as a tool for comparison. The reconciliations of adjusted EBITDA, adjusted net loss, and adjusted loss per share to net loss, the most directly comparable financial measure stated in accordance with GAAP, are provided below. Investors are encouraged to review the reconciliations and not to rely on any single financial measure to evaluate our business.

Adjusted EBITDA

Adjusted EBITDA is a key performance measure that management uses to assess our operating performance. Because adjusted EBITDA facilitates internal comparisons of our historical operating performance on a more consistent basis, we use this measure for business planning purposes.

We calculate adjusted EBITDA as net loss adjusted to exclude (i) depreciation and amortization, (ii) interest income, (iii) interest expense, (iv) income tax (benefit) expense, (v) other expense (non-operating), (vi) share-based compensation, (vii) warrants issued with revenue contracts, (viii) amortization of non-cash payment for research and development, (ix) non-operating, non-recurring costs, (x) reorganizational and severance costs, and (xi) acquisition-related costs. We do not view the items excluded as representative of normal, recurring, cash operating expenses necessary to operate our lines of business and services.

Non-operating, non-recurring costs for the three and six months ended June 30, 2024 include costs related to legal matters involving prior acquisitions and in connection with the contractual obligation with a financially distressed vendor and are recorded in general and administrative operating expense.

Non-operating, non-recurring costs for the three and six months ended June 30, 2023 include costs of our enterprise resource planning (“ERP”) system implementation, costs of contractual obligations associated with a financially distressed vendor, and costs related to legal matters. The ERP and legal matter costs are recorded in general and administrative operating expense and the financially distressed vendor costs are recorded in cost of revenue in the Consolidated Statement of Operations and Comprehensive Loss for each respective period presented.

Legal matter costs include attorney fees associated with a dispute that arose from a prior acquisition, attorney fees associated with the submission of an unsolicited acquisition offer as filed in the Schedule 13D with the SEC on October 11, 2023, and attorney fees related to contractual obligations associated with a financially distressed vendor. These matters have unique facts and circumstance that are not directly related to our operations. We do not consider these costs to be normal, recurring, cash operating expenses necessary to operate our business.

The ERP implementation is viewed as a transformational undertaking due to the extensive scope and inherent change management involved to transition to a new single-solution ERP system from the disparate legacy systems. These costs consist of internal and third-party costs of the ERP implementation and do not include capitalized costs, depreciation and/or amortization, or costs to support or maintain software applications or systems once they are in productive use. The ERP system was fully implemented as planned in 2023, and such costs are not expected to recur in the foreseeable future. We do not consider these costs to be normal, recurring, cash operating expenses necessary to operate our business.

Financially distressed vendor costs include financial support from us to a vendor in response to the vendor’s financial difficulties, which absent such support would have resulted in an interruption of our service to our customers. Because we are committed to providing uninterrupted service to our customers, and to minimizing the risk of such a disruption, we made additional, advance payments to the vendor beyond those that were due to the vendor in association with services procured from the vendor. We ceased procuring services from the vendor in Q2 2023 and subsequent to that period no further amounts were paid. Because the costs of the additional payments made to the vendor were incremental to the costs incurred by us to deliver service to our customers, we do not consider them to be normal, recurring, cash operating expenses necessary to operate our business.

Reorganizational and severance costs are a component of our Globalization Efforts and Cost Savings as described in Key Factors and Trends Affecting our Operating Performance. These costs are due to efforts to globalize and centralize our workforce through the creation of the global shared service center. We have never had a global shared service center and view this undertaking as outside the scope of normal operations. Costs include salary, benefits, equity and bonus compensation, and other employee costs for those who were identified to be terminated. These costs were recorded in sales and marketing, product and technology, and general and administrative operating expenses in the Consolidated Statement of Operations and Comprehensive Loss for the periods presented, based on the employee's respective job function. Because these costs are part of a specific and unprecedented initiative, we do not consider these expenses to be normal, recurring, cash operating expenses necessary to operate our business.

Certain prior period adjusted EBITDA add-back amounts have been reclassified to new add-back line items in order to conform to the current period presentation and to more accurately describe the nature of the amounts year-over-year.

The following table presents a reconciliation of adjusted EBITDA from the most comparable GAAP measure, net loss, for the three and six months ended June 30, 2024 and 2023 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Net loss	$ (42,021)	$ (35,647)	$ (77,165)	$ (70,652)
Add:				
Depreciation and amortization	16,280	14,184	29,611	28,965
Interest income	(1,023)	(1,646)	(2,297)	(3,326)
Interest expense	312	453	528	882
Income tax expense	37	65	6	96
Other expense	1,542	2,631	1,176	2,201
Share-based compensation	15,800	12,149	29,396	22,116
Warrants issued with revenue contracts	9	14	36	28
Amortization of non-cash payment for research and development	—	1,190	—	2,380
Non-operating, non-recurring costs[a]	1,762	1,404	3,924	3,119
Reorganizational and severance costs[b]	2,579	8,224	5,924	17,254
Acquisition-related costs[c]	4,730	267	6,144	825
Adjusted EBITDA[d][e]	$ 7	$ 3,288	$ (2,717)	$ 3,888

____

(a) For the three months ended June 30, 2024, primarily represents costs related to legal matters involving prior acquisitions for $1.5 million and in connection with the contractual obligation with a financially distressed vendor of $0.2 million. For the three months ended June 30, 2023, primarily represents costs related to the ERP implementation of $0.5 million, contractual obligations with a financially distressed vendor of $0.3 million, and legal matters of $0.2 million.
For the six months ended June 30, 2024, primarily represents costs related to legal matters involving a prior acquisitions for $3.2 million and in connection with the contractual obligation with a financially distressed vendor of $0.7 million. For the six months ended June 30, 2023, primarily represents costs related to the ERP implementation of $0.9 million, contractual obligations with a financially distressed vendor of $0.7 million, and legal matters of $0.3 million.

(b) For the three months ended June 30, 2024, represents costs related to globalizing the Company's workforce of $1.8 million and severance of $0.8 million. For the three months ended June 30, 2023, represents costs related to globalizing the Company's workforce of $7.3 million and severance of $0.9 million.
For the six months ended June 30, 2024, represents costs related to globalizing the Company's workforce of $4.7 million and severance of $1.2 million. For the six months ended June 30, 2023, represents costs related to globalizing the Company's workforce of $15.6 million and severance of $1.7 million.

(c) For the three and six month periods ended June 30, 2024, primarily represents legal and other transactional costs associated with the pending Merger.

(d) Includes non-cash amortization associated with contract liabilities recorded in connection with acquired businesses.

(e) Effective September 30, 2023, we no longer exclude costs associated with exiting a contract and lease terminations from our computation of adjusted EBITDA. For the three months ended June 30, 2023 these costs totaled $0.5 million and less than $0.1 million, respectively. For the six months ended June 30, 2023 these costs totaled $1.2 million and $0.8 million, respectively.

Adjusted Net Loss

Adjusted net loss is a key performance measure that management uses to assess our operating performance. Because adjusted net loss facilitates internal comparisons of our historical operating performance on a more consistent basis, we use this measure for business planning purposes and to evaluate our performance.

We calculate adjusted net loss as net loss attributable to Sharecare, Inc. adjusted to exclude (i) amortization of acquired intangibles, (ii) amortization of deferred financing fees, (iii) change in fair value of warrant liability and contingent consideration, (iv) share-based compensation, (v) warrants issued with revenue contracts, (vi) amortization of non-cash payment for research and development, (vii) non-operating, non-recurring costs, (viii) reorganizational and severance costs, and (ix) acquisition-related costs. We do not view the items excluded as representative of normal, recurring, cash operating expenses necessary to operate our lines of business and services.

See Adjusted EBITDA above for the discussion of the nature of costs underlying the categories of net costs associated with exiting a contract, non-operating, non-recurring costs, and reorganizational and severance costs.

Certain prior period adjusted net loss add-back amounts have been reclassified to new add-back line items in order to conform to the current period presentation and to more accurately describe the nature of the amounts year-over-year.

Adjusted Loss Per Share

Adjusted loss per share is a key performance measure that management uses to assess our operating performance. Because adjusted loss per share facilitates internal comparisons of our historical operating performance on a more consistent basis, we use this measure for business planning purposes and to evaluate our performance.

We calculate adjusted loss per share as adjusted net loss, as defined above, divided by the number of weighted average common shares outstanding - basic and diluted. We do not view the items excluded as representative of normal, recurring, cash operating expenses necessary to operate our lines of business and services.

The following table presents a reconciliation of adjusted net loss and adjusted loss per share from the most comparable GAAP measure, net loss, for the three months ended June 30, 2024 and 2023 (in thousands, except share numbers and per share amounts):

	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
Net loss attributable to Sharecare, Inc.	$ (42,037)	$ (35,143)	$ (77,124)	$ (69,802)
Add:				
Amortization of acquired intangibles[(a)]	1,534	1,633	3,133	3,265
Amortization of deferred financing fees	—	—	—	31
Change in fair value of warrant liability and contingent consideration	1,508	96	1,129	(42)
Share-based compensation	15,800	12,149	29,396	22,116
Warrants issued with revenue contracts	9	14	36	28
Amortization of non-cash payment for research and development	—	1,190	—	2,380
Non-operating, non-recurring costs[(b)]	1,762	1,404	3,924	3,119
Reorganizational and severance costs[(c)]	2,579	8,224	5,924	17,254
Acquisition-related costs[(d)]	4,730	267	6,144	825
Adjusted net loss[(e)(f)]	$ (14,115)	$ (10,166)	$ (27,438)	$ (20,826)
Weighted-average common shares outstanding, basic and diluted	360,401,283	354,049,808	357,315,727	353,490,234
Loss per share	$ (0.12)	$ (0.10)	$ (0.22)	$ (0.20)
Adjusted loss per share	$ (0.04)	$ (0.03)	$ (0.08)	$ (0.06)

____

(a) Represents non-cash expenses related to the amortization of intangibles in connection with acquired businesses.

(b) For the three months ended June 30, 2024, primarily represents costs related to legal matters involving prior acquisitions for $1.5 million and in connection with the contractual obligation with a financially distressed vendor of $0.2 million. For the three months ended June 30, 2023, primarily represents costs related to the ERP implementation of $0.5 million, contractual obligations with a financially distressed vendor of $0.3 million, and legal matters of $0.2 million.
For the six months ended June 30, 2024, primarily represents costs related to legal matters involving a prior acquisitions for $3.2 million and in connection with the contractual obligation with a financially distressed vendor of $0.7 million. For the six months ended June 30, 2023, primarily represents costs related to the ERP implementation of $0.9 million, contractual obligations with a financially distressed vendor of $0.7 million, and legal matters of $0.3 million.

(c) For the three months ended June 30, 2024, represents costs related to globalizing the Company's workforce of $1.8 million and severance of $0.8 million. For the three months ended June 30, 2023, represents costs related to globalizing the Company's workforce of $7.3 million and severance of $0.9 million.
For the six months ended June 30, 2024, represents costs related to globalizing the Company's workforce of $4.7 million and severance of $1.2 million. For the six months ended June 30, 2023, represents costs related to globalizing the Company's workforce of $15.6 million and severance of $1.7 million.

(d) For the three and six month periods ended June 30, 2024, primarily represents legal and other transactional costs associated with the pending Merger.

(e) The income tax effect of the Company’s non-GAAP reconciling items are offset by valuation allowance adjustments of the same amount given the Company is in a full valuation allowance position.

(f) Effective September 30, 2023, we no longer exclude costs associated with exiting a contract and lease terminations from our computation of adjusted EBITDA. For the three months ended June 30, 2023 these costs totaled $0.5 million and less than $0.1 million, respectively. For the six months ended June 30, 2023 these costs totaled $1.2 million and $0.8 million, respectively.

Liquidity and Capital Resources

We measure liquidity in terms of our ability to fund the cash requirements of our business operations, including working capital and capital expenditure needs, share repurchases, contractual obligations and other commitments, with cash flows from operations and other sources of funding. Our ability to expand and grow our business will depend on many factors, including our working capital needs and the evolution of our operating cash flows.

We had $85.2 million in cash and cash equivalents as of June 30, 2024. Our principal commitments as of June 30, 2024 consist of operating leases and purchase commitments. The Company maintains its Senior Secured Credit Agreement. As of June 30, 2024, there was $52.4 million available for borrowing under the Revolving Facility.

As discussed above, the Merger Agreement contains customary covenants regarding the conduct of our business prior to the closing of the Merger and contains certain termination rights for Parent which require us to pay a termination fee of $17.7 million under specified limited circumstances. In addition, pursuant to the Merger Agreement, we have agreed, subject to certain exceptions, not to take, authorize, agree or commit to do certain actions outside of the ordinary course of business, including incurring indebtedness (other than under existing credit facilities or to replace existing indebtedness) or materially amending the terms of existing indebtedness. We do not believe that the restrictions in the Merger Agreement will prevent us from meeting our debt obligations, ongoing costs of operations, working capital needs, or capital expenditure requirements. For further discussion about the terms of the Merger Agreement, the Merger, see the section titled "Pending Merger" above, the section titled “Proposed Transaction with Altaris” in Note 1 - Summary of Significant Accounting Policies in the notes to the consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

We believe our cash on hand will be sufficient to meet our operating cash flow, working capital, capital expenditure requirements, and fund share repurchases in the short-term (i.e., the 12 months from the date of this Quarterly Report on Form 10-Q). Our long-term liquidity (i.e., more than 12 months from the date of this Quarterly Report on Form 10-Q) needs include cash necessary to support our business growth and contractual commitments. We believe that the potential financing capital available to us in the future is sufficient to fund our long-term liquidity needs, however, we are continually reviewing our capital resources to determine whether we can meet our short- and long-term goals and we may require additional capital to do so. We may also need additional cash resources due to potential changes in business conditions or other developments, including unanticipated regulatory developments, significant acquisitions, and competitive pressures. We expect our capital expenditures and working capital requirements to continue to increase in the immediate future as we seek to expand our solution offerings. To the extent that our current resources are insufficient to satisfy our cash requirements, we may need to seek additional equity or debt financing. If the needed financing is not available, or if the terms of financing are less desirable than we expect, we may be forced to decrease our level of investment in new product offerings and related marketing initiatives or to scale back our existing operations, which could have an adverse impact on our business and financial prospects.

The following table summarizes our cash flow activities for the periods presented:

	Six Months Ended June 30,	
(in thousands)	**2024**	**2023**
Net cash used in operating activities	$ (23,596)	$ (21,240)
Net cash used in investing activities	$ (15,745)	$ (15,182)
Net cash used in financing activities	$ (3,615)	$ (2,061)

Operating Activities

Net cash used in operating activities for the six months ended June 30, 2024 was $23.6 million, an increase of $2.4 million from $21.2 million of net cash used in operating activities for the six months ended June 30, 2023. Cash used during this period included the $77.2 million net loss for the six months ended June 30, 2024, offset by non-cash items of $61.7 million, which were primarily attributable to depreciation and amortization expense, and share-based compensation. In addition, changes in operating assets and liabilities of $8.1 million resulted in net cash used, attributable to accounts receivable, net, prepaid expense and other assets, accounts payable and accrued expenses, and operating lease liabilities.

Investing Activities

Net cash used in investing activities for the six months ended June 30, 2024 was $15.7 million compared to $15.2 million of net cash used in investing activities for the six months ended June 30, 2023. Cash outflows increased for capitalized internal-use software costs offset by a reduction in cash outflows for purchases of property and equipment.

Financing Activities

Net cash used in financing activities for the six months ended June 30, 2024 was $3.6 million, primarily due to payments for shares repurchased of $3.7 million. Additionally, proceeds from the issuance of debt was equally offset by the repayment of debt of $22.0 million during the six months ended June 30, 2024.

Net cash used in financing activities for the six months ended June 30, 2023 was $2.1 million, primarily due to payments for shares repurchased of $2.7 million, partially offset by $1.4 million in proceeds from exercise of common stock options.

Contractual Obligations

There were no material changes to contractual obligations since our Annual Report on Form 10-K filed with the SEC on March 29, 2024 except for under the Merger Agreement, we may in certain circumstances be obligated to pay a termination fee of $17.7 million.

Financing Arrangements

Senior Secured Credit Agreement

The Company's senior secured revolving credit facility (the "Revolving Facility") is governed by a Credit Agreement, dated as of March 9, 2017 (as amended, the "Senior Secured Credit Agreement"), among the Company, certain subsidiaries of the Company, as borrowers (the "Borrowers"), the lenders named therein and Wells Fargo Bank, National Association, as administrative agent. On February 10, 2023, the company renewed its Senior Secured Credit Agreement. The Senior Secured Credit Agreement was due to mature on February 10, 2023 and the Company entered into the Ninth Amendment to the Senior Secured Credit Agreement which extends the maturity date of the Senior Secured Credit Agreement to February 10, 2026. The total commitments under the Revolving Facility remain unchanged at $60.0 million as a result of the Ninth Amendment but the sub-limit for letters of credit has increased from $10.0 million to $15.0 million. Availability under the Revolving Facility is generally subject to a borrowing base based on a percentage of applicable eligible receivables. Borrowings under the Revolving Facility bear interest at a rate equal to, at the applicable Borrower's option, either (a) a base rate plus a margin of 0.75%, or (b) the 1, 3, or 6-month Secured Overnight Financing Rate (SOFR) plus 1.75%. The Ninth Amendment amends other terms of the existing Senior Secured Credit Agreement, including eliminating minimum liquidity and minimum EBITDA covenants, increased thresholds for certain permitted transactions, modifications to reporting and other changes.

The Senior Secured Credit Agreement contains a number of customary affirmative and negative covenants and we were in compliance with those covenants as of June 30, 2024. As of June 30, 2024, there were no borrowings outstanding under the Revolving Facility.

Critical Accounting Estimates

Our financial statements are prepared in accordance with GAAP. The preparation of the consolidated financial statements in conformity with GAAP requires management to make a number of estimates and assumptions relating to the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. We evaluate our significant estimates on an ongoing basis, including, but not limited to, goodwill, revenue recognition, share-based compensation, and income taxes. We base our estimates on historical experience, known trends, and other market-specific or relevant factors that we believe to be reasonable under the circumstances. Changes in estimates are recorded in the period in which they become known. Actual results may differ from those estimates or assumptions.

We believe that the accounting policies described below involve a significant degree of judgment and complexity. Accordingly, we believe these are the most critical to aid in fully understanding and evaluating our consolidated financial condition and results of operations. For further information, see Note 1 to Sharecare's consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Revenue Recognition

Revenue is recognized when control of the promised good or service is transferred to the client, in an amount that reflects the consideration we expect to be entitled to in exchange for that good or service. Sales and usage-based taxes are excluded from revenue. We serve a diverse group of clients. We are the principal in all outstanding revenue arrangements except for CareLinx. CareLinx has B2C and B2B2C service lines for which CareLinx is generally the agent and we recognize the commission revenue based on the amount billed using the "as-invoiced" practical expedient.

Enterprise Revenue

The enterprise channel provides employers and health plans with health management programs for large populations, including digital engagement, telephonic coaching, incentives, biometrics, digital therapeutics, home care health offerings, advocacy solutions, and subscriptions to the Sharecare platform. Revenue is recognized on a PMPM basis or as services are provided. Member participation fees are generally determined by multiplying the contractually negotiated member rate by the number of members eligible for services during the month. Member participation rates are established during contract negotiations with clients, often based on a portion of the value the programs are expected to create. Contracts with health plans, health care systems and government organizations generally range from three to five years with several comprehensive strategic agreements extending for longer periods. Contracts with larger employer clients typically have two-to-four-year terms.

Health management program contracts often include a fee for the subscription of the Sharecare digital platform and various other platforms under doc.ai, which may also be sold on a stand-alone basis. These services allow members to access Sharecare's proprietary mobile application with a comprehensive suite of health and wellness management programs, content, and tools. Revenue is recognized on a per member or a fixed fee basis as the services are provided.

Sharecare's Blue Zones Project is a community well-being improvement initiative designed to change the way people experience the world around them by encouraging and promoting better lifestyle choices, such as commuting, eating, and social habits. Because healthier environments naturally nudge people toward healthier choices, Blue Zones Project focuses on influencing the Life Radius®, the area close to home in which people spend 90% of their lives. Blue Zones Project best practices use people, places, and policy as levers to transform those surroundings. These contracts normally include two performance obligations, the discovery period and the subsequent content delivery, for each year of engagement. The revenue is recognized based on the relative standalone selling price of the performance obligations evenly over time. These contracts do not include termination clauses and often have two-to-four-year terms.

Sharecare's doc.ai offering unlocks the value of health data through licensing artificial intelligence modules and through the creation of products for a portfolio of clients including payors, pharma, and providers. These contracts generally include two performance obligations. The software license and maintenance/support are considered one series of distinct performance obligations and professional services is considered a separate distinct performance obligation. Revenue is recognized for all identified performance obligations as services are delivered.

Sharecare's CareLinx offerings are focused on connecting caregivers with facilities or individuals that are in need of additional support. These services are generally considered a series of distinct performance obligations. Revenue is recognized for all identified performance obligations as billed using the "as-invoiced" practical expedient.

Certain contracts place a portion of fees at risk based on achieving certain performance metrics, such as cost savings, and/or clinical outcomes improvements (performance-based). We use the most likely amount method to estimate variable consideration for these performance guarantees. We include in the transaction price some, or all, of an amount of a variable consideration amount only to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. We utilize customer data to measure performance.

In the event that performance levels are not met by the end of the measurement period, typically one year, some or all of the performance-based fees are required to be refunded. During the settlement process under a contract, which generally occurs six to eight months after the end of a contract year, performance-based fees are reconciled and settled.

Clients are generally billed monthly for the entire amount of the fees contractually due for the prior month's enrollment, which typically includes the amount, if any, that is performance-based and may be subject to refund should performance targets not be met. Fees for participation are typically billed in the month after the services are provided. Deferred revenues arise from contracts that permit upfront billing and collection of fees covering the entire contractual service period, generally six months to a year. A limited number of contracts provide for certain performance-based fees that cannot be billed until after they are reconciled with the client.

Provider Revenue

Our provider channel revenue is primarily based on the volume of health document requests fulfilled and recognized upon satisfactory delivery to the client. In addition, provider revenue is derived from subscription fees for various technology-related services that assist providers with efficiency and productivity and enhanced patient care. Subscription fees are recognized ratably over the contractual period.

Life Sciences Revenue

Our life sciences channel generates revenue mostly through ad sponsorships and content delivery. Content delivery revenue is recognized when the content is delivered to the client. Ad sponsorship revenue is recognized when the contractual page views or impressions are delivered and the transaction has met the criteria for revenue recognition.

Certain customer transactions may contain multiple performance obligations that may include delivery of content, page views, and ad sponsorship over time. To account for each of these elements separately, the delivered elements must be capable of being distinct and must be distinct in the context of the contract.

Goodwill

Goodwill represents the excess of the purchase price over the fair value of net assets acquired in a business combination. Goodwill is tested for impairment at the reporting unit level, which is the same or one level below the operating segment. We have one operating segment and two reporting units. We identify our reporting units by assessing whether there are components of our operating segment which constitute businesses for which discrete financial information is available and reviewed regularly by the segment managers and consider whether such components should be aggregated into a single reporting unit. We test goodwill for impairment at least annually during the fourth fiscal quarter, or more frequently if indicators of impairment exist during the fiscal year. Events or circumstances which could trigger an impairment review include a significant decline in market capitalization, adverse change in legal factors or in the business climate, loss of key customers, an adverse action or assessment by a regulator, unanticipated competition, a loss of key personnel, significant changes in the manner of our use of the acquired assets or the strategy for our overall business, significant negative industry or economic trends or significant underperformance relative to expected historical or projected future results of operations. When testing goodwill for impairment, we first perform a qualitative assessment. If we determine it is not more likely than not that a reporting unit's fair value is less than its carrying amount, then no further analysis is necessary. If we determine it is more likely than not that a reporting unit's fair value is less than its carrying amount, then we compare the estimated fair value of the reporting unit with its carrying amount, including goodwill. If the estimated fair value of the reporting unit exceeds its carrying amount, goodwill is not considered to be impaired. If, however, the fair value of the reporting unit is less than its carrying amount, the difference between the carrying value and the fair value would be recorded as an impairment loss. Any impairment loss is limited to the carrying amount of goodwill allocated to the reporting unit.

We estimate the fair value of our reporting units using a weighted approach that considers a discounted cash flow method, a market multiple method, and a similar transactions method. Under the discounted cash flow approach, we project future cash flows which are discounted using a weighted-average cost of capital analysis that reflects current market conditions, adjusted for specific reporting unit risks (primarily the uncertainty of achieving projected operating cash flows), in arriving at the fair value of the reporting unit. Under the market multiple approach, we estimate a fair value based on comparable companies' market multiples of revenues and under the similar transactions method we estimate a fair value using market multiples of revenue for comparable companies, for which information is available about recent market transactions.

Management's judgment utilized in the goodwill impairment evaluation is critical. The computations require management to make estimates and assumptions and actual results may differ significantly, particularly if there are significant adverse changes in the operating environment. Critical assumptions that are used as part of a quantitative goodwill evaluation include:

- *The potential future revenue, EBITDA and cash flows of the reporting unit.* The projections use management's assumptions about economic and market conditions over the projected period as well as our estimates of future performance and reporting unit revenue, gross margin, expenses and other factors. The resulting revenue, EBITDA and cash flow estimates are based on our most recent business operating plans, and various growth rates are assumed for years beyond the current business plan period. These operating plans include plans to grow our sales, plans to globalize the Company's workforce, plans to reduce operating costs, and plans for enhancements to our technology and platform infrastructure. Variations in the assumptions, estimates and rates could result in significantly different estimates of fair value.
- *Selection of an appropriate discount rate.* Calculating the present value of future cash flows requires the selection of an appropriate discount rate, which is based on a weighted-average cost of capital analysis. The discount rate is affected by changes in short-term interest rates and long-term yield as well as variances in the typical capital structure of marketplace participants. Given current economic conditions, it is possible that the discount rate will fluctuate in the near term. We engaged third party experts to assist in the determination of the weighted-average cost of capital used to discount the cash flows for the goodwill impairment tests.

New Accounting Pronouncements

See Note 1 to Sharecare's consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Emerging Growth Company Accounting Election

Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can choose not to take advantage of the extended transition period and comply with the requirements that apply to non-emerging growth companies, and any such election to not take advantage of the extended transition period is irrevocable. We expect to remain an emerging growth company at least through the closing of the pending Merger or the end of the 2024 fiscal year and expect to continue to take advantage of the benefits of the extended transition period. This may make it difficult or impossible to compare our financial results with the financial results of another public company that is either not an emerging growth company or is an emerging growth company that has chosen not to take advantage of the extended transition period exemptions for emerging growth companies because of the potential differences in accounting standards used.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have in the past and may in the future be exposed to certain market risks, including interest rate, foreign currency exchange, and financial instrument risks, in the ordinary course of our business. Currently, these risks are not material to our financial condition or results of operations, but they may be in the future.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in company reports filed or submitted under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer (who serves as our Principal Executive Officer) and Chief Financial Officer (who serves as our Principal Financial Officer), as appropriate, to allow timely decisions regarding required disclosure.

Evaluation of Disclosure Controls and Procedures

As required by Rules 13a-15 and 15d-15 under the Exchange Act, our Chief Executive Officer and Chief Financial Officer carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2024. Based upon their evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) were not effective as of June 30, 2024, due solely to the material weakness in our internal control over financial reporting described below. Notwithstanding this material weakness described further below, management believes that the financial statements included in this Quarterly Report on Form 10-Q present fairly in all material respects our financial position, results of operations and cash flows for the periods presented.

Previously Reported Material Weakness

As previously reported in Part II, Item 9A, “Controls and Procedures” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023, management identified a material weakness in the Company’s internal control over financial reporting as of December 31, 2023 due to the Company not maintaining adequate internal controls with respect to its revenue recognition evaluation resulting from a change in services provided to a customer, due to untimely communication between cross-functional teams. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our financial statements will not be prevented or detected on a timely basis.

Remediation Measures

Management is implementing remediation steps to address the material weakness described above. Specifically, we implemented and maintained specific remediation actions to address the material weakness, which include the following:

- Conducting training and coaching sessions with cross-functional teams to educate appropriate parties on matters of contractual and operational significance that may have an impact on accounting conclusions and financial reporting;

- Establishing and maintaining periodic meetings between cross-functional teams specific to complex customer contracts to evaluate for potential changes in relationships and services provided to customers that could impact accounting decisions.

Limitations on Effectiveness of Controls and Procedures

Our management, including our principal executive officer and principal financial officer, do not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Due to inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Changes in Internal Control over Financial Reporting

Except as described above, there have been no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 of the SEC that occurred during our last quarter ended June 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II - Other Information

ITEM 1. LEGAL PROCEEDINGS

From time-to-time, we may be subject to various legal proceedings and claims that arise in the normal course of our business activities. Although the results of these legal proceedings, claims, and investigations cannot be predicted with certainty, we do not believe that the final outcome of any matters that we, or any of our subsidiaries, are currently involved in are reasonably likely to have a material adverse effect on our business, financial condition or results of operations. Regardless of final outcomes, however, any such proceedings, claims and investigations may nonetheless impose a significant burden on management and employees and be costly to defend, with unfavorable preliminary or interim rulings.

The section entitled "Legal Matters" in Note 7 to Sharecare's consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q is incorporated by reference herein.

ITEM 1A. RISK FACTORS

Factors that could cause our actual results to differ materially from those in this Quarterly Report are any of the risks described in our Annual Report on Form 10-K filed with the SEC on March 29, 2024. Any of these factors could result in a significant or material adverse effect on our results of operations or financial condition. Additional risk factors not presently known to us or that we currently deem immaterial may also impair our business or results of operations.

Risk Factors Summary

Our business is subject to numerous risks and uncertainties, all of which are more fully described in the risk factors below. These risks include, but are not limited to:

- the inability to complete the proposed transactions contemplated by the Agreement and Plan of Merger (as it may be amended, supplemented or modified from time to time, the "Merger Agreement"), dated as of June 21, 2024, by and among the Company, Impact Acquiror Inc., a Delaware corporation and an affiliate of Altaris, LLC ("Altaris") ("Parent"), and Impact Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of Parent ("Merger Sub"), where pursuant to the terms of the Merger Agreement, Merger Sub will merge with and into Sharecare, with Sharecare surviving such merger as a subsidiary of Parent (the "Merger"), due to the failure to satisfy the closing conditions specified in the Merger Agreement, and the impact of failing to complete the proposed transactions on the trading price of our common stock and our future business and results of operations;
- risks related to disruption of management's attention from business operations due to the Merger;
- the effect of the announcement of the Merger on our operations, results and business generally;
- the risk that the Merger will not be consummated in a timely manner, and the incurrence of costs relating to the Merger that exceed our expectations;
- the risk of litigation filed against us over the Merger Agreement.

Risks Related to the Proposed Merger

The conditions under the Merger Agreement to our consummation of the proposed transaction may not be satisfied in the anticipated timeframe or at all.

Under the terms of the Merger Agreement, the consummation of the proposed transaction is subject to customary closing conditions. There is no guarantee that all closing conditions will be satisfied (or waived, if permitted by the Merger Agreement and applicable law). Many of the conditions to completion of the Merger are not within our control, and we cannot predict when or if these conditions will be satisfied (or waived, if permitted by the Merger Agreement and applicable law). Difficulties in otherwise satisfying the conditions may prevent, delay or otherwise materially adversely affect the consummation of the proposed transaction.

If an event occurs delaying or preventing the proposed transaction, such delay or failure to complete the proposed transaction may create uncertainty or otherwise have negative consequences that may materially and adversely affect our sales, financial condition and results of operations, as well as the price per share for our common stock, and could cause us not to realize some or all of the benefits that we expect to achieve if the Merger is successfully completed within its expected timeframe.

While the proposed transaction is pending, we are subject to business uncertainties and contractual restrictions that could disrupt our business.

Whether or not the proposed transaction is consummated, the proposed transaction may disrupt our current plans and operations, which could have an adverse effect on our business and financial results. The uncertainties about the effect of the proposed transaction may impact our ability to retain, recruit and hire employees and key personnel while the transaction is pending or if it fails to close. We may incur unexpected costs, charges or expenses resulting from the proposed transaction. Furthermore, we cannot predict how our current customers, prospective customers and other partners will view or react to the proposed transaction during the pendency or upon consummation of the proposed transaction. If we are unable to reassure our partners to continue their partnerships or affiliations with us, our revenues, financial condition and results of operations may be adversely affected.

Employees and key personnel could experience uncertainty or face significant burdens from their commitment of substantial amounts of time and attention toward the completion of the proposed transaction. If, despite our efforts, key personnel depart because of these uncertainties and burdens, or because they do not wish to remain with the post-closing company, our business and results of operations may be adversely affected. In addition, whether or not the proposed transaction is consummated, while it is pending we will continue to incur costs, fees, expenses and charges related to the proposed transaction, including legal, accounting, financial advisor, filing, printing and mailing fees, which may materially and adversely affect our financial condition and results of operations.

In addition, the Merger Agreement generally requires the Company to operate its business in the ordinary course of business consistent with past practice pending consummation of the Merger and also restricts us from taking certain actions with respect to our business and financial affairs without the consent of Altaris. Such restrictions will be in place until either the Merger is consummated or the Merger Agreement is terminated. Such restrictions could adversely affect our business and results of operations prior to completion of the Merger.

In the event that the proposed transaction is not consummated, the trading price of our common stock and our future business and results of operations may be negatively affected.

The conditions to the consummation of the proposed transaction may not be satisfied as noted above. If the proposed transaction is not consummated, we would remain liable for significant transaction costs, and the focus of our management would have been diverted from seeking other potential strategic opportunities, in each case without realizing any benefits of the proposed transaction. For these and other reasons, not consummating the proposed transaction could adversely affect our business and results of operations. Furthermore, if we do not consummate the proposed transaction, the price of our common stock may decline significantly from the current market price and you may not recover your investment or receive a price for your shares similar to what has been offered pursuant to the Merger. Certain costs associated with the proposed transaction have already been incurred or may be payable even if the proposed transaction is not consummated. Finally, any disruptions to our business resulting from the announcement and pendency of the transaction, including any adverse changes in our relationships with our customers, vendors and employees or recruiting and retention efforts, could accelerate in the event of or continue following a failed transaction.

The Merger Agreement contains a termination fee and restrictions on solicitation that limit our ability to pursue alternatives to the Merger.

Under the Merger Agreement, we are restricted from soliciting, initiating, inducing, or knowingly encouraging or knowingly facilitating alternative acquisition proposals from third parties, and/or providing non-public information to third parties relating to any inquiries, proposals or offers that would reasonably be expected to lead to certain transactions involving a third party, including a merger, business combination or similar transaction, subject to specified exceptions. The Merger Agreement also contains customary termination provisions for both us and Parent, including the right of the Company to terminate the Merger Agreement to accept a Superior Proposal (as defined in the Merger Agreement), subject to and in accordance with the terms and conditions of the Merger Agreement, and provides that, in connection with the termination of the Merger Agreement by us to enter into an alternative acquisition agreement providing for a Superior Proposal, we will pay Parent a termination fee of $17,673,572.40. These provisions could discourage a third party that may have an interest in acquiring all or a significant part of our business from considering or proposing that acquisition, even if such third party were prepared to pay consideration with a higher value than the value of the consideration in the Merger.

We may face litigation filed against us over the Merger Agreement.

As of August 9, 2024, the Company is not aware of any complaints filed or litigation pending related to the Merger. However, litigation is a common occurrence in connection with transactions similar to the proposed transaction, so we face potential for litigation or other disputes which relate to the Merger Agreement and potential Merger, including claims related to our process or disclosures and investigatory demands under Delaware law. We can provide no assurance that such litigation, disputes or demands will not arise in the future. Any such litigation, disputes or demands, whether successful or not, could delay the closing of the Merger, or could have a material adverse effect on our business, results of operations and financial condition.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEED

The following table provides information about the purchases of shares of our common stock during the three months ended June 30, 2024:

Period	Total number of shares purchased	Average price paid per share		Total number of shares purchased as part of publicly announced program[1]	Approximate dollar value of shares that may yet be purchased under the program	
April 1, 2024 through April 30 2024	—	$	—	—	$	40,774,500
May 1, 2024 through May 31, 2024	—	$	—	—	$	40,774,500
June 1, 2024 through June 30, 2024	—	$	—	—	$	40,774,500
Totals	—	$	—	—	$	40,774,500

(1) On May 31, 2023, the Board of Directors announced that it had re-authorized a $50 million stock repurchase program. The stock repurchase program had a 12-month term from May 31, 2023 to May 31, 2024. There were no other repurchase programs announced as of June 30, 2024.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

During the quarter ended June 30, 2024, none of our directors or executive officers adopted, modified, or terminated any contract, instruction, or written plan for the purchase or sale of our common stock that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any “non-Rule 10b5-1 trading arrangement.”

ITEM 6. EXHIBITS

Exhibit	Description
2.1	Agreement and Plan of Merger, by and among Impact Acquiror Inc., Impact Merger Sub Inc. and Sharecare, Inc., dated as of June 21, 2024 (incorporated by reference to Exhibit 2.1 to the Company’s Current Report on Form 8-K, filed with the SEC on June 21, 2024)
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document

101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	The cover page for the Company's Quarterly Report on Form 10-Q has been formatted in Inline XBRL and contained in Exhibit 101

____

*	Filed herewith
**	Furnished herewith

SIGNATURES

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.

Dated: August 9, 2024	**SHARECARE, INC.**

By: /s/ Brent Layton

Name:	Brent Layton
Title:	Chief Executive Officer *(Principal Executive Officer)*

By: /s/ Justin Ferrero

Name:	Justin Ferrero
Title:	President and Chief Financial Officer *(Principal Financial Officer)*

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO EXCHANGE ACT RULE 13a-14(a) AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Brent Layton, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Sharecare, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: August 9, 2024

/s/ Brent Layton

Brent Layton
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO EXCHANGE ACT RULE 13a-14(a) AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Justin Ferrero, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Sharecare, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: August 9, 2024

/s/ Justin Ferrero

Justin Ferrero
President and Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Sharecare, Inc. (the “Company”) on Form 10-Q for the quarterly period ended June 30, 2024, as filed with the Securities and Exchange Commission (the “Report”), I, Brent Layton, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as added by §906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. To my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

Date: August 9, 2024

By: *~~/s/ Brent Layton~~*

Brent Layton
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Sharecare, Inc. (the "Company") on Form 10-Q for the quarterly period ended June 30, 2024, as filed with the Securities and Exchange Commission (the "Report"), I, Justin Ferrero, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as added by §906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. To my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

Date: August 9, 2024

By: *\/s/ Justin Ferrero*

Justin Ferrero
President and Chief Financial Officer
(Principal Financial Officer)