

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Whaley Dawn</u> _____ (Last) (First) (Middle) <u>C/O SHARECARE, INC.</u> <u>255 E. PACES FERRY RD. NE, SUITE 700</u> _____ (Street) <u>ATLANTA GA 30305</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Sharecare, Inc. [ SHCR ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, CMO</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>10/22/2024</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/22/2024		D		1,457,261	D	(1)	0	D	
Common Stock	10/22/2024		D		551,193	D	(1)	0	I	By Queen B Family Management Company, LLLP <sup>(2)</sup>
Common Stock	10/22/2024		D		959,756	D	(1)	0	I	By Arnold Media Group, LLC <sup>(2)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(3)	10/22/2024		D		4,038,413		(3)	(3)	Common Stock	4,038,413	\$0 <sup>(3)</sup>	0	D	
Stock Option (right to buy)	\$1.05	10/22/2024		D		1,639,802		(4)	02/25/2025	Common Stock	1,639,802	\$0 <sup>(4)</sup>	0	D	
Stock Option (right to buy)	\$1.05	10/22/2024		D		2,733,042		(4)	03/28/2029	Common Stock	2,733,042	\$0 <sup>(4)</sup>	0	I	By Queen B Management Company, LLLP <sup>(2)</sup>
Stock Option (right to buy)	\$1.45	10/22/2024		D		1,685,969		(4)	04/21/2030	Common Stock	1,685,969	\$0 <sup>(4)</sup>	0	I	By Queen B Management Company, LLLP <sup>(2)</sup>
Stock Option (right to buy)	\$1.45	10/22/2024		D		4,309,412		(4)	10/26/2030	Common Stock	4,309,412	\$0 <sup>(4)</sup>	0	I	By Queen B Management Company, LLLP <sup>(2)</sup>
Stock Option (right to buy)	\$10	10/22/2024		D		4,074,245		(4)	08/13/2031	Common Stock	4,074,245	\$0 <sup>(4)</sup>	0	D	

**Explanation of Responses:**

- Pursuant to the Agreement and Plan of Merger, dated as of June 21, 2024 (the "Merger Agreement"), by and among Sharecare, Inc. ("Sharecare"), Impact Acquiror Inc., a Delaware corporation ("Parent") and Impact Merger Sub Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Merger Sub"), Merger Sub merged with and into the Company (the "Merger"), with the Company surviving the Merger as a wholly owned subsidiary of Parent. At the effective time of the Merger (the "Effective Time"), each share of Sharecare common stock, par value \$0.0001 ("Company Common Stock"), reported in this row was converted into the right to receive a cash payment (without interest and subject to applicable taxes) equal to the per share merger consideration of \$1.43 (the "Merger Consideration"). As a result of the Merger, Reporting Person no longer beneficially owns, directly or indirectly, any shares of Company Common Stock.
- Reporting Person is the beneficial owner and has sole voting and investment power over the securities reported herein held by this entity.
- Pursuant to the Merger Agreement, at the Effective Time, each outstanding restricted stock unit of Reporting Person ("Company RSU Award") was cancelled and converted into (x) a Contingent Cash Award in an amount in cash equal to (A) 70% of the number of shares of Company Common Stock subject to such Company RSU Award multiplied by (B) the Merger Consideration and (y) a Contingent Unit Award having a capital

value at the Effective Time equal to (A) 30% of the number of shares of Company Common Stock subject to such Company RSU Award multiplied by (B) the Merger Consideration.

4. Pursuant to the Merger Agreement, each outstanding option to purchase shares of Company Common Stock (a "Company Option" that was vested or vested upon the Effective Time was cancelled and converted into the right to receive an amount in cash (without interest) equal to the product of multiplying (A) the number of shares of Company Common Stock subject to the Company Option immediately prior to the Effective Time by (B) the excess, if any of (x) the Merger Consideration over (y) the exercise price per share of Company Common Stock of such Company Option (the "Option Consideration"). In addition, each Company Option (whether vested or unvested and for which the exercise price per Share is equal to or greater than the Merger Consideration) was automatically cancelled at the Effective Time without payment of consideration.

**Remarks:**

/s/ Christie J. Miller, Attorney-  
in-Fact for Reporting Person      10/24/2024

\*\* Signature of Reporting Person      Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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