

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

FORM 8-K

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

Date of Report (Date of earliest event reported): September 9, 2021

Sharecare, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39535
(Commission
File Number)

85-1365053
(IRS Employer
Identification No.)

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

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

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	SHCR	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Common Stock, each at an exercise price of \$11.50 per share	SHCRW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

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

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

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

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

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SHARECARE, INC.

Date: September 9, 2021

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



Morgan Stanley

All together
better



Important Notice Regarding Forward-Looking

This presentation contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. These statements are based on beliefs and assumptions and on information currently available. In some cases, these statements may be identified by the following words: “outlook,” “target,” “reflect,” “on track,” “foresees,” “future,” “may,” “could,” “should,” “expect,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “project,” “potential,” or the negative of these terms, other comparable terminology (although not all forward-looking statements are identified by these words), or discussions of strategy, plans, or intentions. These statements involve risks, uncertainties and assumptions that may cause actual results or levels of activity, performance or achievements to be materially different from the information contained in these forward-looking statements. Although we believe that we have a reasonable basis for each forward-looking statement, we caution you that these statements are based on a combination of facts and assumptions about the future, about which we cannot be certain.

Forward-looking statements in this presentation include, but are not limited to, our ability to complete acquisitions, including CareLinx, new revenue opportunities, partnerships or other relationships. Forward-looking statements regarding future financial expectations in the section titled “Differentiated Financial Performance” are also included. The forward-looking statements in the information in this presentation will prove to be accurate only if the assumptions underlying them are correct. The forward-looking statements are subject to a number of significant risks and uncertainties that could cause actual results to differ materially from those expected or implied. Descriptions of some of the factors that could cause actual results to differ materially from those expected or implied are set forth in more detail in our filings with the SEC, including the Risk Factors section of the prospectus filed with the SEC on June 3, 2021. Furthermore, if the forward-looking statements prove to be inaccurate, you should not regard these statements as representing our views as of the date of this presentation. We anticipate that our views may change. However, while we may elect to update these forward-looking statements, we have no current intention of doing so except to the extent required by applicable law. You should not regard these statements as representing our views as of any date subsequent to the date of this presentation.

ALL TOGETHER BETTER

Sharecare Overview

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

ENTERPRISE

PROVIDER

CONSUMER

INVESTMENT PARTNERS

LIVING ROOM



HEARST corporation



EXAM ROOM



Hospital Corporation of America™



WORKPLACE



FINANCIAL



PARTNERING FOR PERFORMANCE



SUMMIT PARTNERS



WELLINGTON MANAGEMENT®





Category of One:
Business Positioned for Growth and

Comprehensive
Platform

Innovative digital health platform based on human-centric design

Diversified
Revenue & Scale

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

Data &
Innovation

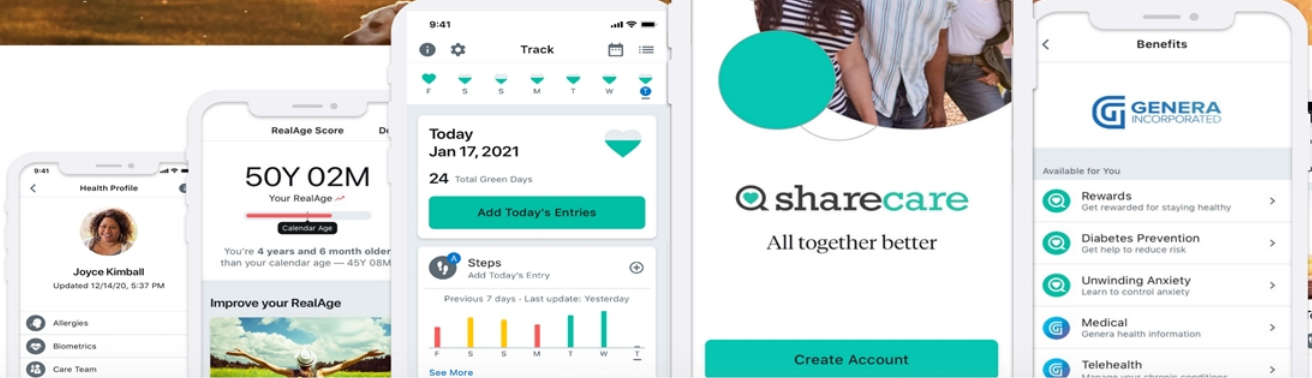
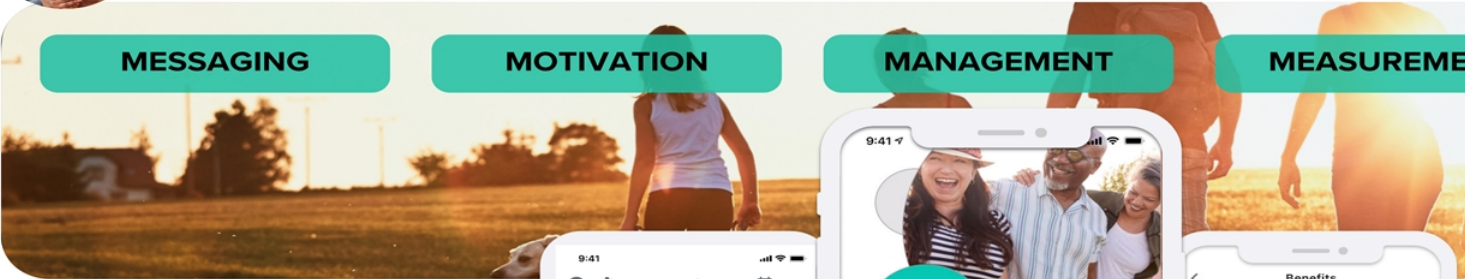
At the **intersection of technology, healthcare media**, creating data solutions

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



COMPREHENSIVE PLATFORM

Personalized Digital Platform Enabling Productized Er



ENTERPRISE

PROVIDER



Benefits navigation



Healthcare navigation



Digital therapeutics



Wellness/well-being



Blue Zones Project



Health security



Health Information Management



Value-based care



Payment integrity



Remote patient monitoring



Digital engagement



ALL TOGETHER BETTER

Diversified Revenue &





DIVERSIFIED REVENUE & SCALE

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

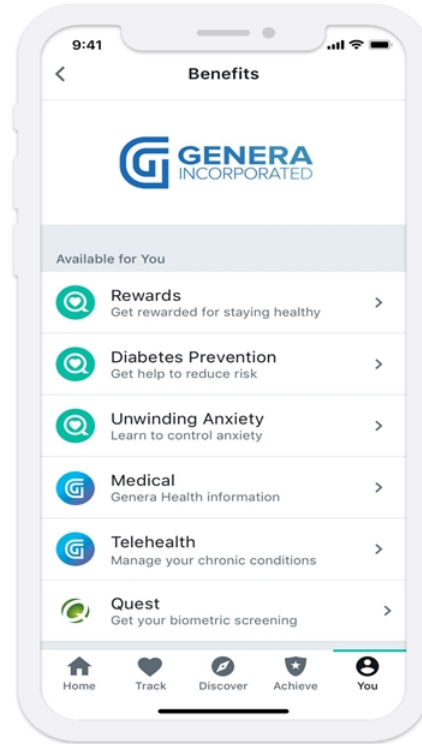
Products include:

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

Revenue model: Recurring multi-year contracts with upsell opportunities

Pricing structure: PMPM, per enrollee

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



KEY HEALTH I

Anthem

CarePlus
HEALTH PLANS INC.

KEY EMPLOYI

AmersourceBergen

Exelon

StateFarm

KEY PUBLIC S

BeWell
SHBP



DIVERSIFIED REVENUE & SCALE

Provider: Improving Efficiency and Patient

Products include:

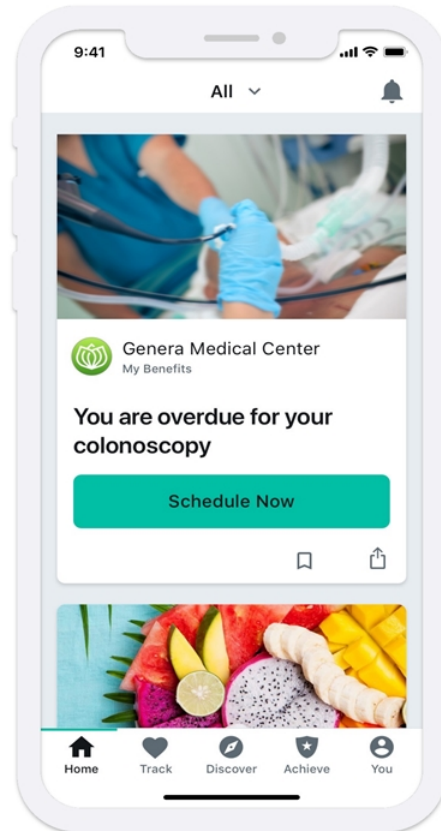
- Health Information Management
- Value-based care
- Payment integrity
- Remote patient monitoring
- Digital engagement

Revenue model: Recurring multi-year contracts with upsell opportunities

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

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

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





DIVERSIFIED REVENUE & SCALE

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

Products include:

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

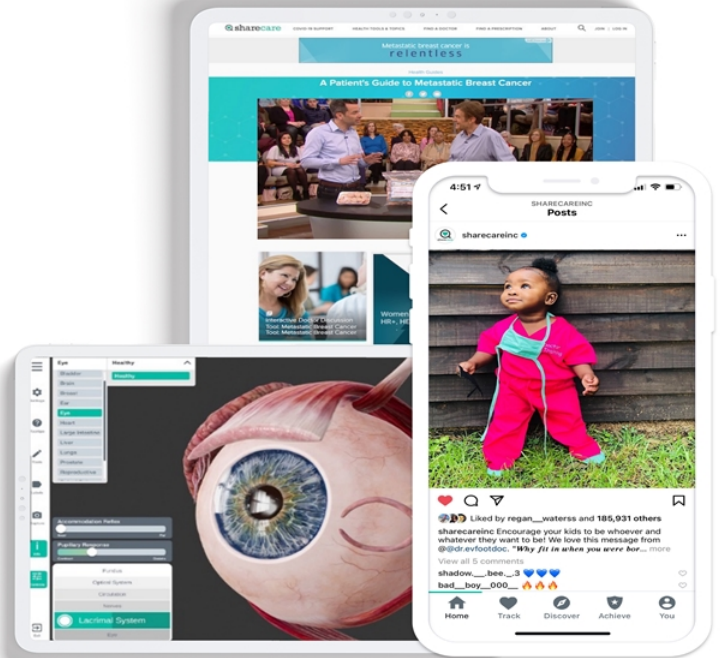
100M first-party user database

Significant content library and video capabilities

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

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

Strong ROI performance validated by 160 third-party measured campaigns





ALL TOGETHER BETTER

Innovation & Growth

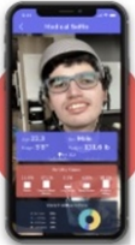


INNOVATION & GROWTH

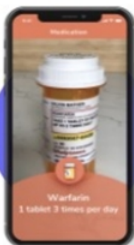
Artificial Intelligence



- We leverage **every co**
- People live on their ph
videos, voice
- We have built **neural i**
videos and smart pict
- For a **frictionless** exp
- We are adding **new di**
of symptoms



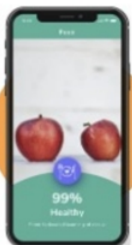
Smart selfie



AI for medication



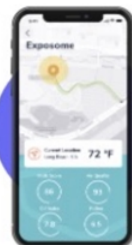
AI for mood



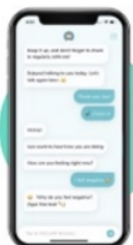
AI for food



Wallet for rewards



Environmental health



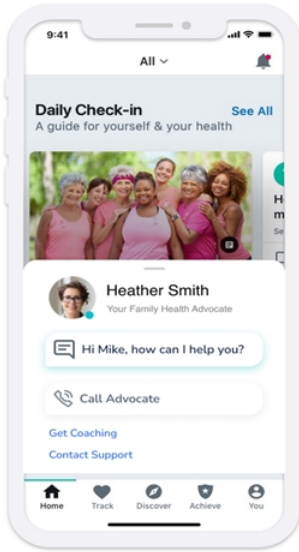
Chatbot



Telehealth



Multi-Payor Advocacy Platform



1

ONE APP, ALL BENEFITS

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

2

DIGITAL ADVOCACY

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

4

WELLNESS + CARE MANAGEMENT

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

5

PROVIDER ENABLEMENT/INTEGRATION

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



INNOVATION & GROWTH

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

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

Nationwide Provider Network

National coverage with >450,000 caregivers

98% geographic coverage for top health plans

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

Gig work model delivers flexibility

Tech-Enabled



Online + mobile experience digital care plans

Real-time in-home data collection & monitoring

GPS time tracking + digital task validation

Highly efficient proprietary CRM

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

Trusted Source

Caregivers vetted and background checked

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



Secured AARP's exclusive endorsement

Net Promoter Score >10x industry standards

Multiple Customer Channels



Proven scalability for large healthcare clients and for consumers

Top payors/providers as clients

IP on effective benefit plan development



INNOVATION & GROWTH

Community Well-Being Index



Sharecare Community Well-Being Index

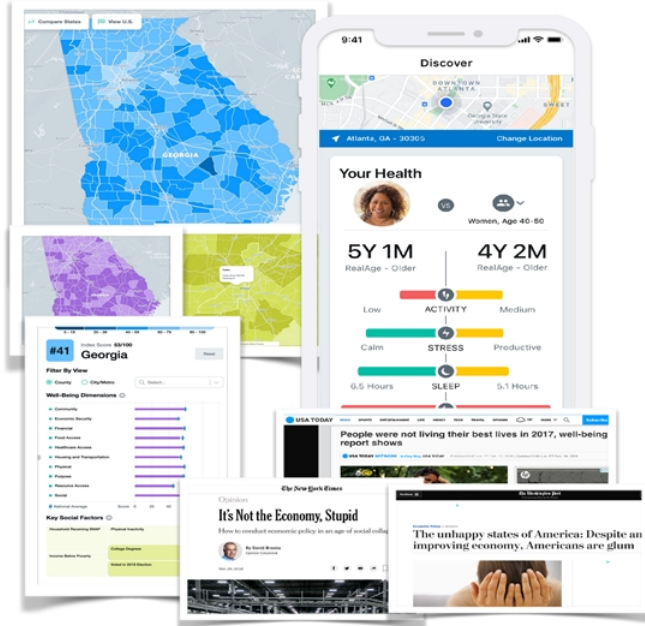
WELL-BEING INDEX

- PHYSICAL
- COMMUNITY
- PURPOSE
- SOCIAL
- FINANCIAL

SDOHI

- HEALTHCARE ACCESS
- FOOD ACCESS
- RESOURCE ACCESS
- ECONOMIC SECURITY
- HOUSING & TRANSPORTATION

STATE/CITY/COMMUNITY RANKINGS



PROVEN OUTCOMES

- Longevity
- Medical & Emergency
- Hospitalizations
- Bed Days
- Absenteeism
- Presenteeism
- Short-term Disability
- Job Performance
- Intentional Turnover
- Voluntary Turnover
- Involuntary Turnover
- PMPM Cost
- S&P 500
- Unemployment
- Consumer Satisfaction



INNOVATION & GROWTH

New Revenue Opportunities and Strong Awareness with Health Security

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

1200+

Verified hotels and restaurants

80+

Countries

3B+

Brand impressions

Target sectors:

Hospitality
Arenas
Schools
Workplace



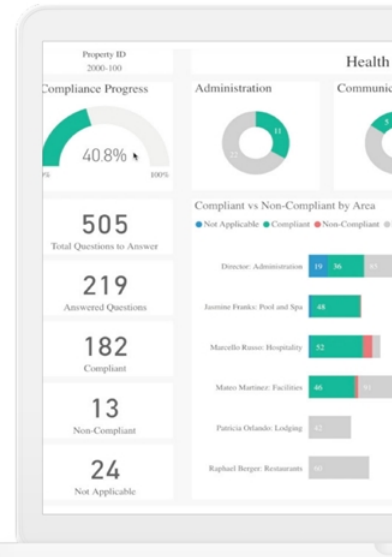
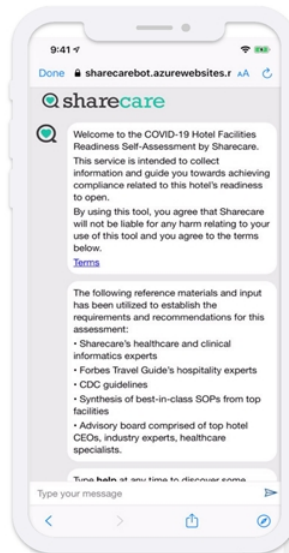
sharecare
VERIFIED

Forbes
TRAVEL GUIDE

INTERNOVA
TRAVEL GROUP

CAAICON

OVG
OAK VIEW GROUP



Montage
LOS CABOS

Celebrity
X
Cruises

State Farm
ARENA

THE RITZ-CARLTON®

ATLANTIS
THE PALM, DUBAI

W
WALDORF ASTORIA

Baccarat
HOTEL & RESORTS
NEW YORK



CATEGORY OF ONE

Differentiated Financial Performance

Key Financial Highlights



Revenue visibility

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



Scale

- **Diversified customer base** drives oppo cross-sell across our channels
- Expanded customer base with major en **Humana, Delta** – with significant pipelir



Growth

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



Profitability

- **Adjusted EBITDA positive** with continu



2021 Q2 Income Statement – Management

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

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

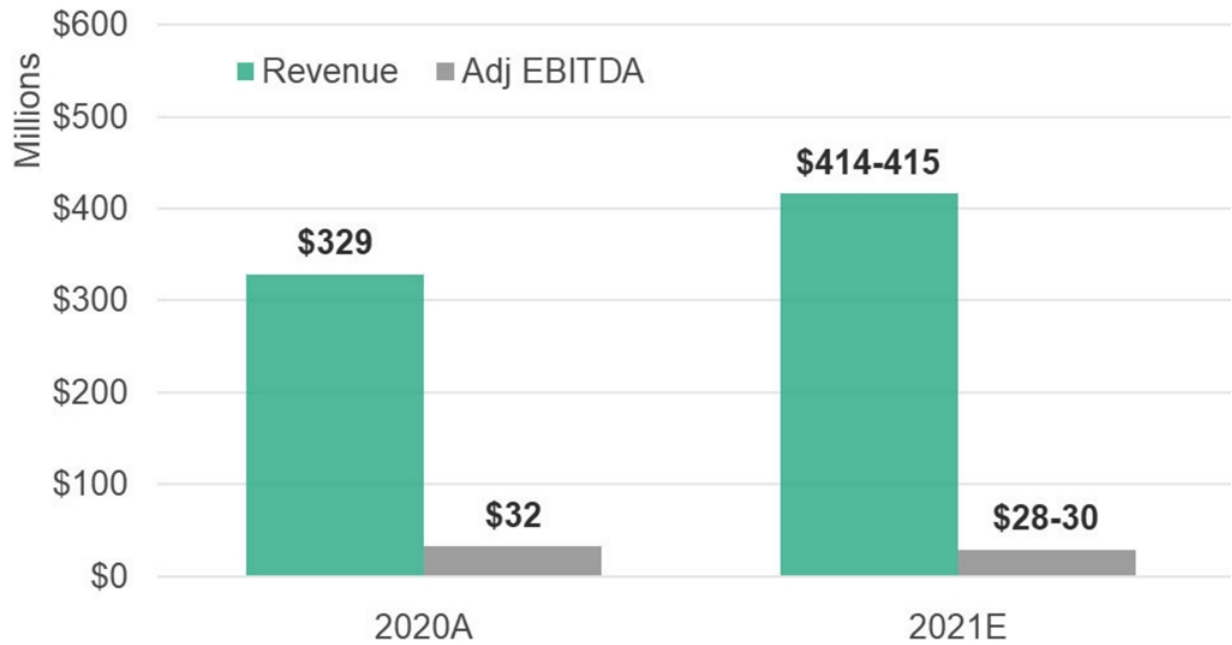
Note: A reconciliation of Adjusted EBITDA to Net Income is provided in the appendix



DIFFERENTIATED FINANCIAL PERFORMANCE

Consolidated Pro Forma Financial Prof

Sharecare Consolidated Revenue



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

Thank you.

 sharecare

Non-GAAP Financial Measures

In addition to our financial results determined in accordance with U.S. GAAP, we measure, is useful in evaluating our operating performance. We use Adjusted EBITDA for internal planning and forecasting purposes. We believe that this non-GAAP financial measure, provides meaningful supplemental information to the corresponding GAAP financial measure, by excluding certain items that may not be indicative of our business, results of operations. The use of Adjusted EBITDA is helpful to our investors as it is a metric used by many companies in our business and our operating performance. However, non-GAAP financial information is provided for informational purposes only, has limitations as an analytical tool, and should not be used as a substitute for financial information presented in accordance with GAAP. In addition, other companies in our industry, may calculate similarly-titled non-GAAP measures differently or may use different items in their calculation, all of which could reduce the usefulness of our non-GAAP financial measures.

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

We have not reconciled Adjusted EBITDA guidance to net income (loss) because we do not consider items that we do not consider indicative of our on-going performance, significant non-recurring items, as certain of these items are out of our control. Accordingly, a reconciliation of the Adjusted EBITDA guidance to the corresponding GAAP measure would require the use of judgment and may require the use of estimates without unreasonable effort.

Reconciliation to Historical Adjusted EBITDA

(\$, in millions)

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



Morgan Stanley

All together
better

