

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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>ARNOLD JEFFREY T</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-Founder and Executive Chair</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/16/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	08/16/2024		M		383,696	A	(1)	4,967,491	D	
Common Stock	08/16/2024		s(1)		177,085	D	\$1.3807(2)	4,790,406	D	
Common Stock								3,037,894	I	By JT Arnold Enterprises II, LLLP(3)
Common Stock								2,442,749	I	By Arnold Media Group, LLC(3)

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
Restricted Stock Units	(4)	08/16/2024		M			383,696	(4)	(4)	Common Stock	383,696	\$0	3,453,269	D	

Explanation of Responses:

- On November 8, 2023, Reporting Person was granted 4,604,357 Restricted Stock Units ("RSUs"), vesting in twelve equal installments quarterly from 2024 - 2026. Accordingly, 383,696 vested and were settled on August 16, 2024 (177,085 of which were sold by Reporting Person to cover the required withholding taxes of RSUs). RSUs convert into common stock ("Common Stock") of Sharecare, Inc. (the "Company") on a one-for-one basis.
- Weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.380 to \$1.385. The reporting person undertakes to provide the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- Reporting Person is the beneficial owner and has sole voting power and investment power over the securities reported herein held by this entity.
- Reference is hereby made to footnote 1. One-twelfth (1/12) of the RSUs will vest quarterly on February 15, May 15, August 15 and November 15 of each of 2024, 2025, and 2026, provided that Reporting Person is still employed by the Company or an affiliate thereof through the applicable vesting dates; provided, however, that 100% of Reporting Person's unvested RSUs will accelerate in the event of Reporting Person's termination without cause or resignation for good reason (in each case, as defined in Reporting Person's employment agreement). Each RSU represents a contingent right to receive one share of Common Stock, or as determined by the administrator, cash equal to the fair market value of one share of Common Stock on the settlement date.

Remarks:

/s/ Christie J. Miller, Attorney-in-Fact for Reporting Person 08/20/2024

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.