

**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): January 10, 2022

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 2.02 Results of Operations and Financial Condition.

The information set forth under Item 7.01 below solely with respect to portions of the investor presentation constituting the results or operations or financial condition of Sharecare, Inc., a Delaware corporation (the "Company"), for the completed fiscal year ended December 31, 2021 is incorporated by reference into this Item 2.02.

The information in this Item 2.02, including the portions of the presentation attached as Exhibit 99.1 hereto incorporated by reference in this Item 2.02, are being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), except as shall be expressly set forth by specific reference in such filing.

Item 7.01 Regulation FD Disclosure.

This Current Report on Form 8-K is being furnished by 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 Exchange Act nor shall it be deemed incorporated by reference in any filing under the Securities Act, 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: January 10, 2022

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



sharecare

All together better

Important Notice Regarding Forward-Looking Statements



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

Forward-looking statements in this presentation include, but are not limited to, partnerships or other relationships with third parties or customers and statements regarding future financial expectations. We cannot assure you that the forward-looking statements in the information in this presentation will prove to be accurate. These forward-looking statements are subject to a number of significant risks and uncertainties that could cause actual results to differ materially from expected results. Descriptions of some of the factors that could cause actual results to differ materially from these forward-looking statements are discussed in more detail in our filings with the SEC, including the Risk Factors section of the prospectus for our business combination filed with the SEC on June 3, 2021. Furthermore, if the forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by us or any other person that we will achieve our objectives and plans in any specified time frame, or at all. The forward-looking statements in this presentation represent our views as of the date of this presentation. We anticipate that subsequent events and developments will cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we have no current intention of doing so except to the extent required by applicable law. You should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this presentation.



Sharecare is a **health & well-being interoperable platform** that **unifies all the elements** of individual and community health so everyone can live better, longer across the **dynamic continuum of their healthcare needs. All Together Better**

Strategic partners & clients



Sharecare by the numbers



~64K

employer clients

127

top life sciences brands

9M+

eligible lives

\$414M-415M

2021E revenue

6K+

health system clients

\$29M-30M

2021E adjusted EBITDA

CATEGORY OF ONE:

Business Positioned for Growth and Scale



Comprehensive Platform

Innovative digital health platform based on human-centric design



Data & Innovation

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



Diversified Revenue & Scale

Diversified, scalable portfolio with opportunity to **capture \$1B++ in incremental revenue from contracted lives**



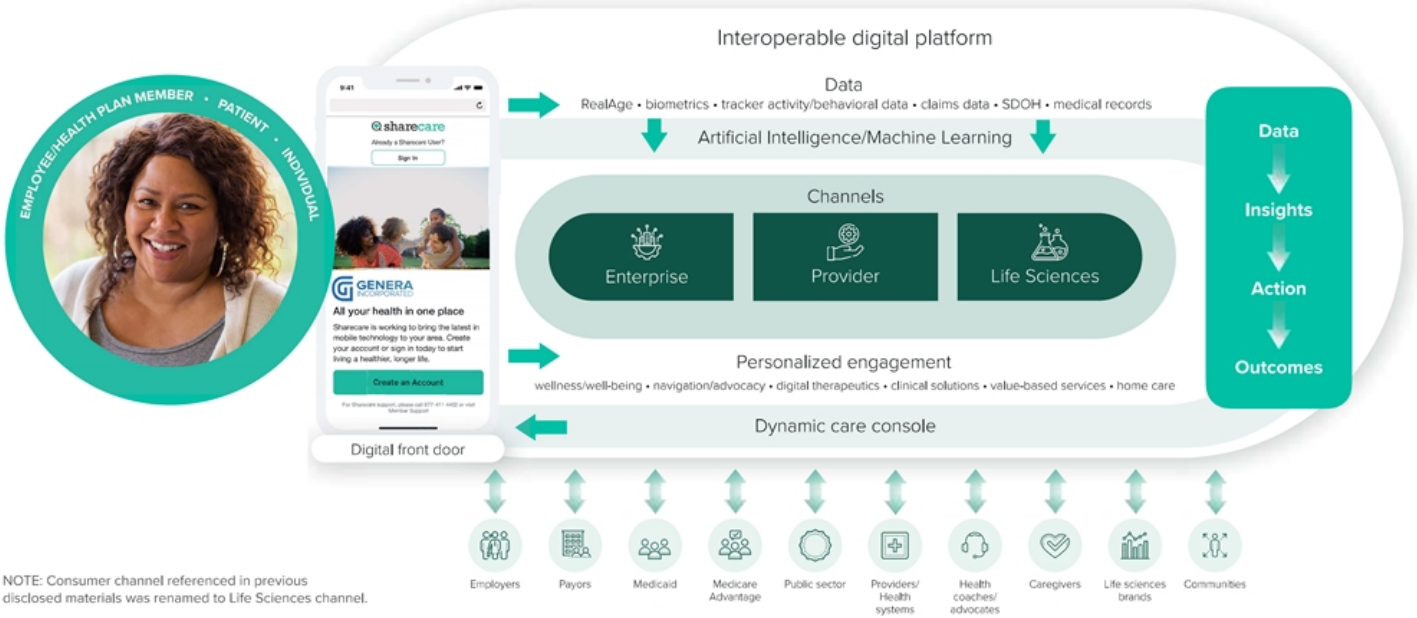
Differentiated Financial Performance

Positioned for success with **strong revenue visibility, balance sheet, and profitability**

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

ALL TOGETHER BETTER

Comprehensive Digital-First Ecosystem Centered around the Person

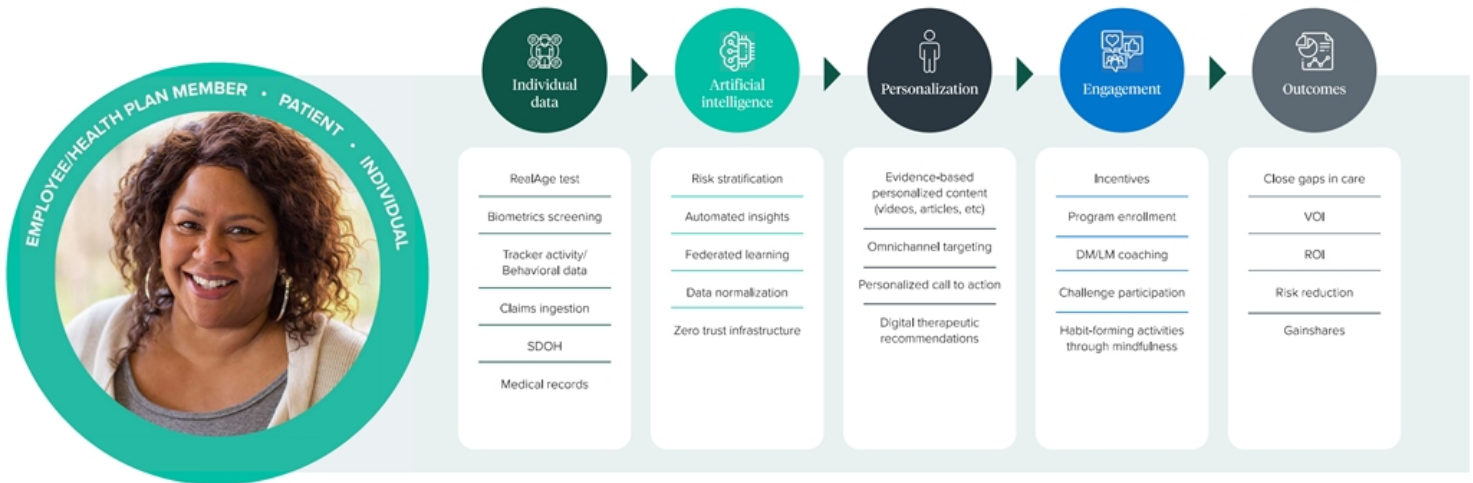


NOTE: Consumer channel referenced in previous disclosed materials was renamed to Life Sciences channel.

Confidential and proprietary document by Sharecare, Inc. Dates and materials are subject to change.

ALL TOGETHER BETTER

Unique Data-Driven, Personalized Engagement Driving Outcomes





CHANNEL OVERVIEW

ENTERPRISE



Integrated Solution Lowering Healthcare Costs, Improving Outcomes, and Increasing Satisfaction

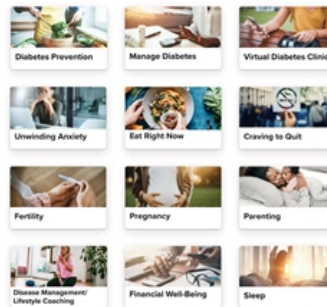
Core digital platform



PMPM

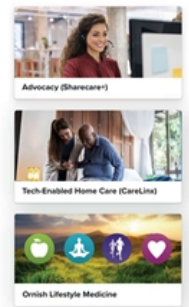
Claims ingestion
Population risk stratification
Member engagement
Incentives management

Marketplace of targeted digital therapeutics



PMPM and/or incremental fee per enrollee

High-touch care





CHANNEL OVERVIEW

ENTERPRISE

Case Study: Payor Client Product Expansion



	2019	2020	2021E	CAGR
\$ Revenue	\$2.5M	\$6.6M	\$8.8M	88%
Number of marketplace products	1	3	6	145%

<p>2019: \$2.5M</p> <p>Services:</p> <ul style="list-style-type: none"> • Digital platform • Lifestyle Management coaching 	<p>2020: \$6.6M</p> <p>Services:</p> <ul style="list-style-type: none"> • Digital platform • Lifestyle Management coaching • 24-hour nurse line • Onsite health promotion 	<p>2021E: \$8.8M</p> <p>Services:</p> <ul style="list-style-type: none"> • Digital platform • Lifestyle Management coaching • 24-hour nurse line • Onsite health promotion • MSK/MSD • Maternity • Incentives card 	<p>Additional opportunities:</p> <p>Services:</p> <ul style="list-style-type: none"> • Advocacy • Tech-enabled home care • Behavioral health • Digital biometric screenings
--	---	--	---



CHANNEL OVERVIEW

PROVIDER



Comprehensive Solutions Addressing Providers' Needs While Improving Efficiency and Patient Care

Core service

Digital platform

HEALTH INFORMATION MANAGEMENT



- Release of information (ROI)
- Medical record requests & retrieval
- Medical record audits & reviews
- Dynamic insights (AI)
- Forms management

Per record request

VALUE-BASED CARE



- High risk patient stratification
- High cost claimant/care gap analysis
- Clinical measures & reporting
- Practice provider and network performance

Gainshare or per provider per month

PAYMENT INTEGRITY



- Fraud, waste, and abuse
- Audit/denial mgmt services
- Clinical validation
- Pre-submission claim review insights (AI)
- Coding & pricing audits

Gainshare or per claim processed

REMOTE PATIENT MONITORING



- Diabetes prevention and management
- Heart disease (Ornish Lifestyle Medicine)
- Obesity & nutrition support

PMPM, reimbursement, or fee for service

24/7 PATIENT ENGAGEMENT



PMPM



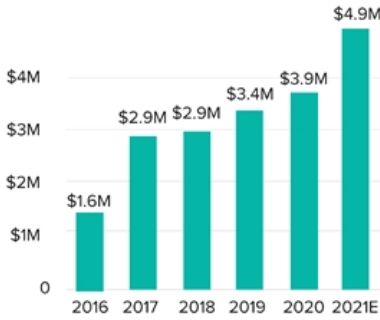
CHANNEL OVERVIEW

PROVIDER



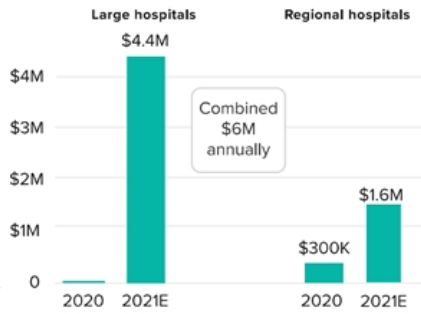
Case Study: Sales Growth Through “Land and Expand” Strategy

Contracted Integrated Hospital Network



Proven ability to “land and expand” with large health systems provides steady sustained growth
Solutions: ROI and Audit

Revenue cycle enterprise agreement (channel partnership)



System-wide implementations accelerate growth to achieve revenue levels in months vs. years

Land and expand with physician ACO account





CHANNEL OVERVIEW LIFE SCIENCES



Key Strategic Driver for Consumer Acquisition, Content Creation, Brand Awareness, and Data-Driven Digital Activation

Core service: Data-driven conversion and patient engagement



Condition education centers

1st party targeted messaging

Lead generation

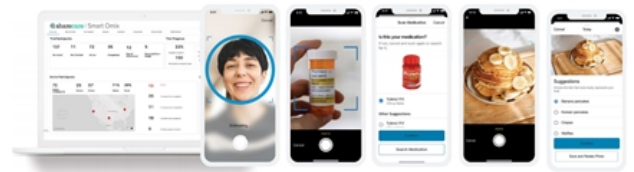
- 73M targetable patients
- Relevant, personalized content assets that drive action



CPUV, CPM, CPC, CPL

Decentralized real-world observational studies

Smart Omix
by @sharecare



Per study fee

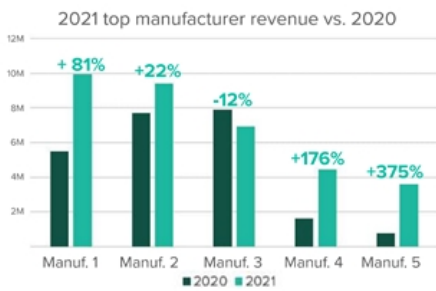
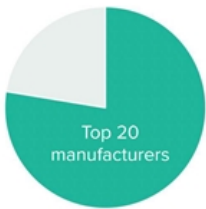


2021 Life Sciences Growth

Top 20 manufacturers

- Top 20 manufacturers driving 78% total projected revenue
- Revenue for top 20 manufacturers increased **~52% YOY**

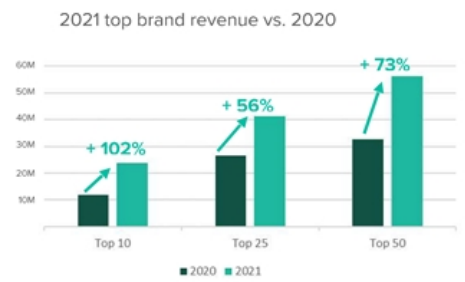
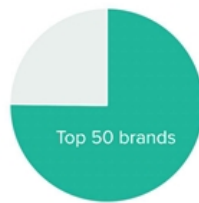
2021 projected life sciences revenue



Top 50 brands

- Top 50 brands driving 75% total projected revenue
- Revenue for top 50 brands increased **~73% YOY**

2021 projected life sciences revenue



Sharecare's Unique Competitive Advantage





ALL TOGETHER BETTER

AI-driven hyper-engagement



Creating a digital twin

- HRAs, cost of care calculators, and personalized content to create the optimal experience for each member shifting engagement from the episodic to the everyday to achieve desired outcomes
- Digital twin built on edge-native backbone provides baseline for each member and generates personalized recommendations and predicts future outcomes





ALL TOGETHER BETTER

Clinically-validated digital therapeutics



Tailored care management based on mindfulness

- Offering award winning, evidence-based digital therapeutics ranging from asthma to women's health that combines neuroscience and mindfulness tools to help members identify their triggers and learn new coping techniques
- Data-driven insights keep members on track with their programs by providing outreach based on their habits and motivations to increase likelihood of program graduation

67%

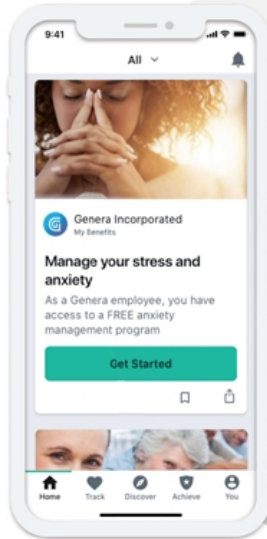
reduction in GAD-7 scores (anxiety)

40%

reduction in craving-related eating

5x

tobacco cessation quit-rate compared to gold standard



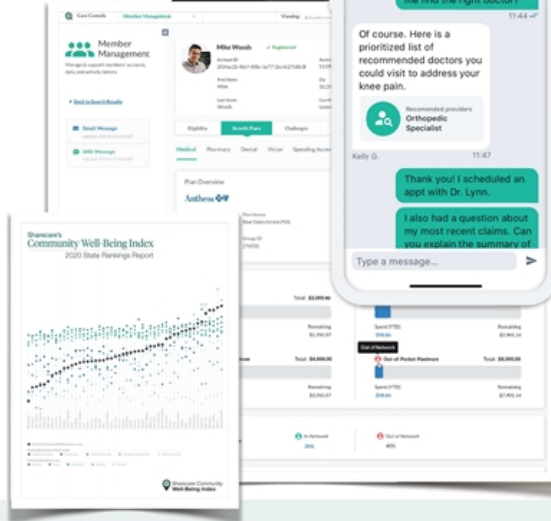
ALL TOGETHER BETTER

Digital-first advocacy



Sharecare+: Revolutionizing digital-first advocacy

- Partnering with Anthem to deliver Sharecare+, a transformational digital front door delivering a new and simplified advocacy experience for employees
- Proactively supporting wellness, clinical, emotional, financial and logistical needs through:
 - **High-touch care:** connecting with relevant and trusted care and community resources
 - **Proactive/personalized guidance:** navigating acute and chronic conditions through caregiver and care management support
 - **Digital assistance:** engaging members with personalized coaching and content and incentive programs
 - **Comprehensive care console admin:** driving seamless advocate workflow to provide one-of-a-kind care





ALL TOGETHER BETTER

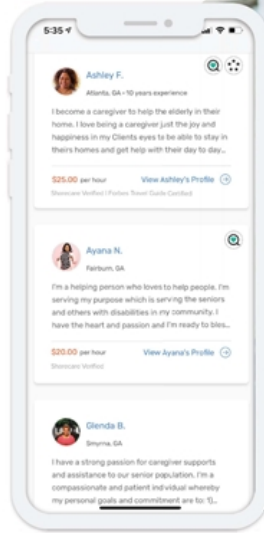
Tech-enabled home care



CareLinx by sharecare

Extending advocacy to the home with caregivers

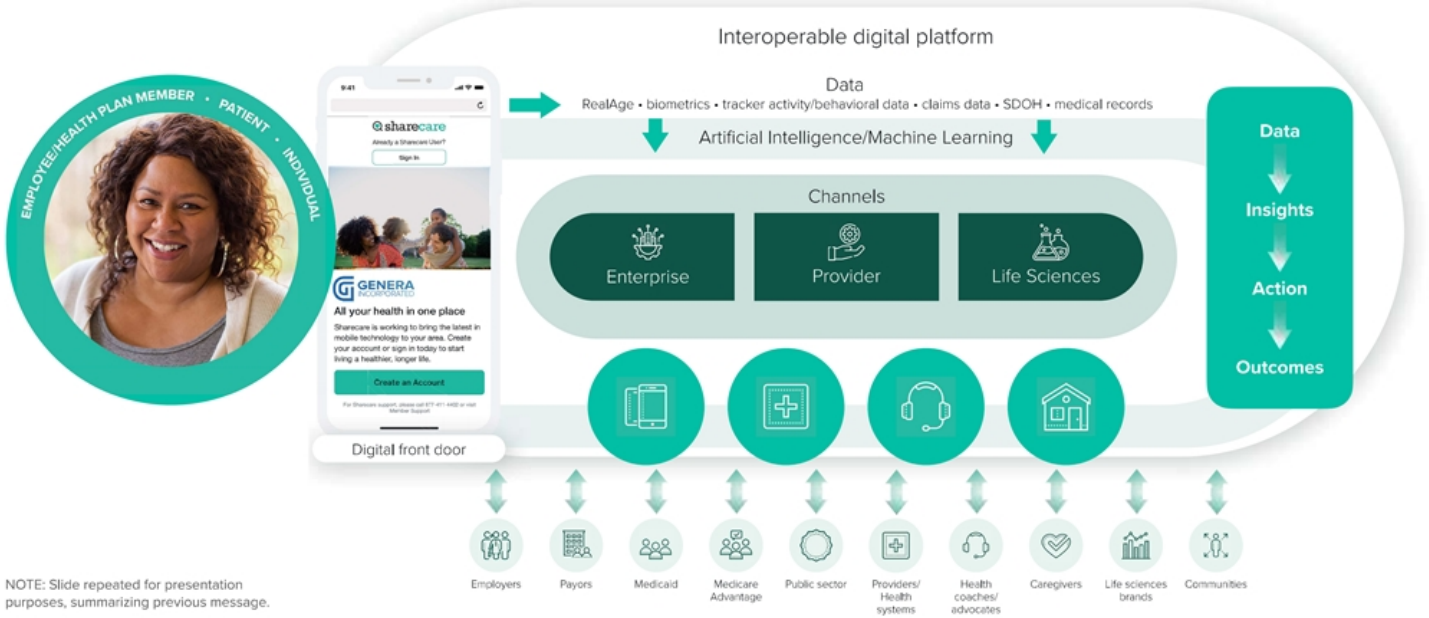
- Caregivers become in-home advocates extending the advocacy model to provider companionship, personal care, and clinical support
- Capture over 170 social, health, environmental and clinical data points, including SDoH and health risk assessments
- Real-time actionable data assists members in closing gaps in care and supports chronic condition management and care coordination
- Enables members and loved ones to receive secure, convenient, and quality care at home



450K+	3M+	1.5M+	400+
care providers delivering national coverage	hours of home care provided	Medicare Advantage members	Medicare Advantage plans

ALL TOGETHER BETTER

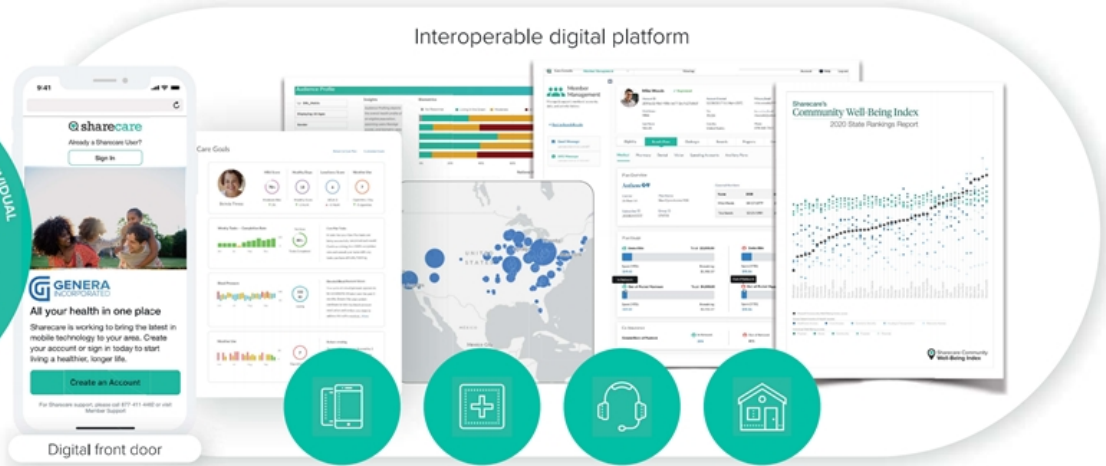
Comprehensive Digital-First Ecosystem Centered around the Person



NOTE: Slide repeated for presentation purposes, summarizing previous message.

ALL TOGETHER BETTER

Impressive Scale and Reach Across the Ecosystem



- 1.82** petabytes of data
- 1.2B+** claims processed in 2021
- 100+** EMR Integrations
- ~5M** medical records processed in 2021
- 450K+** care providers
- 600+** elements of SDOH in CWBI
- 95%** of U.S. population represented in CWBI
- 70** Blue Zones sites
- 115M+** total email database
- ~2.8M** social followers reaching **306M** in 2021
- 73** Sharecare NPS score (**95** NPS on CareLinx payor programs)

Confidential and proprietary document by Sharecare, Inc. Dates and materials are subject to change.



ALL TOGETHER BETTER
Financial Update

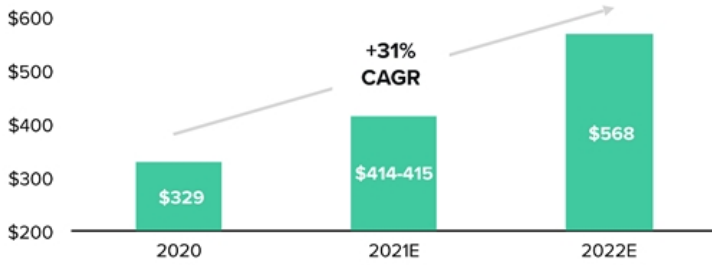


FINANCIAL UPDATE

Business Growth Trajectory



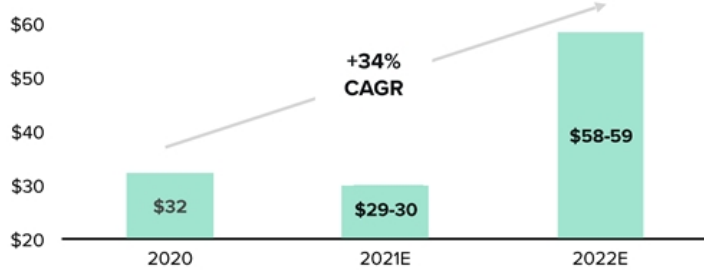
Total Revenue (\$M)



Revenue

- 2022 growth will be driven by:
 - Increased client penetration across channels
 - Additional lives on platform
 - Continued double digit growth in record retrievals
 - Sales of higher PMPM offerings
 - Growth in home health, and new digital therapeutics
 - Expanded sales team to drive new client wins

Adjusted EBITDA (\$M)

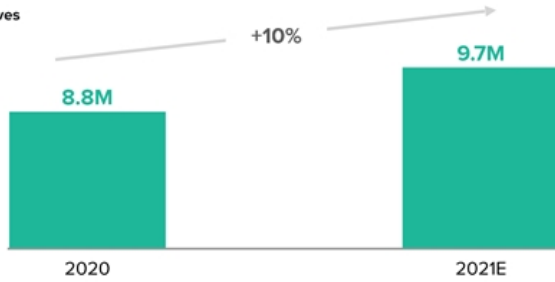


Adjusted EBITDA

- FY21 impacted by reversal of temporary COVID-related cost initiatives and incremental public company expenses
- FY22 margin expansion driven by:
 - Positive impact from revenue mix
 - Operating leverage while continuing to make growth investments across the platform



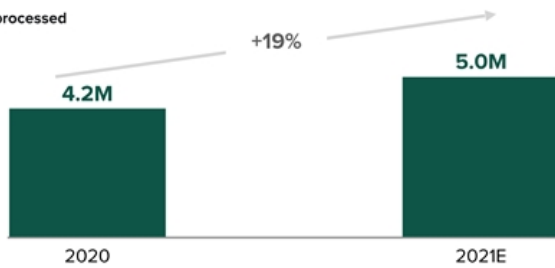
Eligible lives



Enterprise: Eligible lives

- Enterprise eligible lives driven by new client expansion, as well as further penetration of existing clients
- Current eligible lives represents only a small fraction of total serviceable lives with key clients

Records processed



Provider: Records processed

- Continued growth in client site coverage
 - 4,000 additional sites within contracted provider customer base
- Process automation and interoperability programs will enable medical record processing at record levels



Enterprise Serviceable Lives



Sharecare has onboarded ~9.7M eligible enterprise lives, or 10.6% of 91M+ serviceable lives across **existing** client populations – this presents material upside opportunity to grow within our current base





Built for Scale and Accelerated Revenue Growth



Expand with existing clients

- Cross-sell opportunities across our businesses
- Drive enrollment, record retrieval, and digital activation programs



Establish new partnerships

- Create partnerships to bring new complementary and value-added capabilities to the platform



Launch new products/services

- Expand digital therapeutic offerings
- Launch Sharecare+ digital-first advocacy solution
- Expand tech-enabled home care offering
- Drive Smart Omix decentralized real-world observational study market entry



Drive more inorganic growth (M&A)

- Focused on strengthening and expanding our market opportunity:
 - Data/analytics
 - Digital therapeutics/interventions
 - Tech-enabled home health



New clients

- Identified pipeline of potential new customers, including health plans, employers, providers

CATEGORY OF ONE:

Business Positioned for Growth and Scale



Comprehensive Platform

Innovative digital health platform based on human-centric design



Data & Innovation

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



Diversified Revenue & Scale

Diversified, scalable portfolio with opportunity to **capture \$1B++ in incremental revenue from contracted lives**



Differentiated Financial Performance

Positioned for success with **strong revenue visibility, balance sheet, and profitability**

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

Thank you.



 **sharecare**



ALL TOGETHER BETTER
Appendix



APPENDIX

Non-GAAP Financial Measures



In addition to our financial results determined in accordance with U.S. GAAP, we believe Adjusted EBITDA, a non-GAAP measure, is useful in evaluating our operating performance. We use Adjusted EBITDA to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that this non-GAAP financial measure, when taken together with the corresponding GAAP financial measure, provides 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 is helpful to our investors as it is a metric 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 measure as a tool for comparison.

The calculation and reconciliation of historic Adjusted EBITDA to net income (loss), the most directly comparable financial measures stated in accordance with GAAP, is provided below and in the accompanying financial tables. Investors are encouraged to review the reconciliation and not to rely on any single financial measure to evaluate our business.

We have not reconciled forward-looking Adjusted EBITDA guidance to net income (loss) because we do not provide guidance for net income (loss) or for items that we do not consider indicative of our on-going performance, including, but not limited to, the impact of significant non-recurring items, as certain of these items are out of our control and/or cannot be reasonably predicted. Accordingly, a reconciliation of the Adjusted EBITDA guidance to the corresponding U.S. GAAP measure is not available without unreasonable effort. We have not provided a reconciliation of full-year 2021 Adjusted EBITDA estimates to an estimated net income (loss) outlook because certain items such as transaction and closing costs, share-based compensation, and the change in fair value of warrant liability and contingent consideration that are a component of net income (loss) cannot be reasonably estimated due to the significant impact of the variability associated with those items and other factors related to Sharecare's year-end financial closing process. These components of net income (loss) could significantly impact Sharecare's actual net income (loss).



APPENDIX

Reconciliation to Historical Adjusted EBITDA

(\$, in millions)



	2020
Net Loss	(\$60.5)
Depreciation and amortization	24.68
Interest income	(0.07)
Interest expense	31.04
Other expense	9.71
Loss from equity method investments	3.90
Income tax (benefit) expense	(1.56)
Share-based compensation	19.16
Severance	2.55
Warrants issued with revenue contracts	1.19
Transaction and closing costs	2.19
Adjusted EBITDA	\$32.3