

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): February 19, 2021

FALCON CAPITAL ACQUISITION CORP.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

333-253113

(Commission
File Number)

85-1365053

(IRS Employer
Identification No.)

**660 Madison Avenue, 12th Floor
New York, NY 10065**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(212) 812-7702**

Not Applicable

(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 |
|---|--------------------------|--|
| Units, each consisting of one share of Class A common stock, \$0.0001 par value, and one-third of one redeemable warrant | FCACU | The Nasdaq Stock Market LLC |
| Class A common stock, par value \$0.0001 per share | FCAC | The Nasdaq Stock Market LLC |
| Redeemable warrants, each warrant exercisable for one share of Class A common stock, each at an exercise price of \$11.50 per share | FCACW | 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 (this “Form 8-K”) is being furnished by Falcon Capital Acquisition Corp., a Delaware corporation (the “Company”), to the U.S. Securities and Exchange Commission (the “SEC”) for the sole purpose of furnishing, as Exhibit 99.1 to this Form 8-K, the press release of Sharecare, Inc. (“Sharecare”), the Company’s business combination target, entitled “Digital Alpha and Sharecare Announce a Strategic Collaboration to Strengthen the Nexus of Healthcare and Digital Infrastructure Across America.” The press release announces Sharecare’s strategic collaboration with Digital Alpha.

The information in this Item 7.01, including Exhibit 99.1, is furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, regardless of any general incorporation language in such filings. This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information of the information in this Item 7.01, including Exhibit 99.1.

Important Information About the Business Combination and Where to Find It

In connection with the proposed Business Combination, the Company has filed with the U.S. Securities and Exchange Commission (the “SEC”) a registration statement on Form S-4 (the “Registration Statement”), which includes a proxy statement/prospectus, and certain other related documents, which will be both the proxy statement to be distributed to holders of shares of the Company’s common stock in connection with the Company’s solicitation of proxies for the vote by the Company’s stockholders with respect to the Business Combination and other matters as may be described in the Registration Statement, as well as the prospectus relating to the offer and sale of the securities of the Company to be issued in the Business Combination. **The Company’s stockholders and other interested persons are advised to read, when available, the preliminary proxy statement/prospectus included in the Registration Statement and the amendments thereto and the definitive proxy statement/prospectus, as these materials will contain important information about the parties to the agreement and plan of merger by and among the Company, FCAC Merger Sub Inc., a wholly-owned subsidiary of the Company, Sharecare, and Colin Daniel, solely in his capacity as representative of the stockholders of Sharecare (the “Merger Agreement”), the Company and the Business Combination.** After the Registration Statement is declared effective, the definitive proxy statement/prospectus will be mailed to stockholders of the Company as of a record date to be established for voting on the Business Combination and other matters as may be described in the Registration Statement. Stockholders will also be able to obtain copies of the proxy statement/prospectus and other documents filed with the SEC that will be incorporated by reference in the proxy statement/prospectus, without charge, once available, at the SEC’s web site at www.sec.gov, or by directing a request to: Falcon Capital Acquisition Corp., 660 Madison Avenue, 12th Floor, New York, NY 10065, Attention: Saif Rahman, Chief Financial Officer, (212) 812-7702.

Participants in the Solicitation

The Company and its directors and executive officers may be deemed participants in the solicitation of proxies from the Company’s stockholders with respect to the Business Combination. A list of the names of those directors and executive officers and a description of their interests in the Company is contained in the Company’s registration statement on Form S-1, which was initially filed with the SEC on September 3, 2020, and is available free of charge at the SEC’s web site at www.sec.gov, or by directing a request to Falcon Capital Acquisition Corp., 660 Madison Avenue, 12th Floor, New York, NY 10065, Attention: Saif Rahman, Chief Financial Officer, (212) 812-7702. Additional information regarding the interests of such participants will be contained in the Registration Statement when available.

Sharecare and its directors and executive officers may also be deemed to be participants in the solicitation of proxies from the stockholders of the Company in connection with the Business Combination. A list of the names of such directors and executive officers and information regarding their interests in the Business Combination will be contained in the Registration Statement when available.

Forward-Looking Statements

This Current Report on Form 8-K includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. The Company’s and Sharecare’s actual results may differ from their expectations, estimates and projections and consequently, you should not rely on these forward looking statements as predictions of future events. Words such as “expect,” “estimate,” “project,” “budget,” “forecast,” “anticipate,” “intend,” “plan,” “may,” “will,” “could,” “should,” “believes,” “predicts,” “potential,” “continue,” and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, the Company’s and Sharecare’s expectations with respect to future performance and anticipated financial impacts of the Business Combination, the satisfaction of the closing conditions to the Business Combination and the timing of the completion of the Business Combination. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Most of these factors are outside the Company’s and Sharecare’s control and are difficult to predict. Factors that may cause such differences include, but are not limited to: (1) the outcome of any legal proceedings that may be instituted against the Company and Sharecare following the announcement of the Merger Agreement and the transactions contemplated therein; (2) the inability to complete the Business Combination, including due to failure to obtain approval of the stockholders of the Company, approvals or other determinations from certain regulatory authorities, or other conditions to closing in the Merger Agreement; (3) the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement or could otherwise cause the transactions contemplated therein to fail to close; (4) the inability to obtain or maintain the listing of New Sharecare’s Class A common stock on NYSE or Nasdaq, as applicable, following the Business Combination; (5) the risk that the Business Combination disrupts current plans and operations as a result of the announcement and consummation of the Business Combination; (6) the ability to recognize the anticipated benefits of the Business Combination, which may be affected by, among other things, competition and the ability of the combined company to grow and manage growth profitably and retain its key employees; (7) costs related to the Business Combination; (8) changes in applicable laws or regulations; (9) the possibility that Sharecare or the combined company may be adversely affected by other economic, business, and/or competitive factors; (10) New Sharecare’s ability to raise financing in the future and to comply with restrictive covenants related to long-term indebtedness; (11) the impact of COVID-19 on Sharecare’s business and/or the ability of the parties to complete the Business Combination; and (12) other risks and uncertainties indicated from time to time in the proxy statement/prospectus relating to the Business Combination, including those under “Risk Factors” in the Registration Statement, and in the Company’s other filings with the SEC. The Company cautions that the foregoing list of factors is not exclusive. The Company cautions readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. The Company does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based.

No Offer or Solicitation

This Current Report on Form 8-K shall not constitute a solicitation of a proxy, consent or authorization with respect to any securities or in respect of the Business Combination. This Current Report on Form 8-K shall also not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any states or jurisdictions in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of section 10 of the Securities Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|-----------------------|--|
| 99.1 | Press Release, dated February 19, 2021 |

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 hereunto duly authorized.

FALCON CAPITAL ACQUISITION CORP.

By: /s/ Saif Rahman

Name: Saif Rahman

Title: Chief Financial Officer

Date: February 19, 2021



**Sharecare and Digital Alpha announce a strategic collaboration to strengthen
the nexus of healthcare and digital infrastructure across America**

*Digital Alpha to commit \$100 million in outcome-based financing to communities to accelerate
well-being improvement initiatives with Sharecare*

ATLANTA February 19, 2021 – Digital Alpha, a leading digital infrastructure investment firm, and Sharecare, the digital health company that helps people manage all their health in one place, today announced the initiation of a strategic collaboration to accelerate their shared vision to improve the economic health of communities and the well-being of their citizens.

In addition to bringing Sharecare differentiated expertise and relationships in sustainable communities to help states, cities, and counties meaningfully improve community well-being, Digital Alpha will commit \$100 million in outcome-based financing to communities in an effort to help accelerate and deploy the digital infrastructure necessary for them to address, in partnership with Sharecare, the growing demand for expanded access to high-impact solutions that improve health outcomes at scale. Leveraging its strategic relationships with Cisco and other large technology partners in Silicon Valley, Digital Alpha has deployed digital infrastructure in over 70 cities and communities across the globe, delivering enduring economic, environmental, and social value. This outcome-based financing commitment is in addition to Digital Alpha's recently announced PIPE investment to fund Falcon Capital Acquisition Corp.'s (NASDAQ: FCAC) proposed acquisition of Sharecare.

“Over the last decade, we've had the privilege to work with 56 communities across the U.S. to improve and measure the well-being of their residents through our Blue Zones Project by Sharecare solution and the Community Well-Being Index; and now more than ever, people also need access to on-demand digital tools that can help them build resilience and ensure their health security,” said Jeff Arnold, founder, chairman, and CEO of Sharecare. “We believe this collaboration with Digital Alpha will accelerate our ability to address barriers to access and health inequities through digital connectivity and is in strong alignment with our commitment to invest in the people, places, and policies that make the healthy choice the easy choice for everyone.”

Digital Alpha's flexible outcome-based financing is structured to enable communities in both urban and rural settings to implement Sharecare's well-being improvement initiatives and digital platform for its residents. Together, Sharecare and Digital Alpha intend to pursue repeatable and scalable projects that have tangible economic impact, such as digital connectivity, environmental, health, safety and security monitoring, and other community health solutions.



“According to Sharecare’s Community Well-Being Index, addressing the underlying social determinants of health is key to developing resilient, thriving communities,” said Anil Menon, executive vice president of community and urban services at Sharecare. “This strategic collaboration allows us to tap into Digital Alpha’s expertise in building community-oriented digital infrastructure, which we believe will help Sharecare create a clear business case for communities looking to make critical investments that decrease the digital divide, mitigate health inequities, and improve overall quality of life.”

“Digital Alpha is excited to pursue outcome-based financings with Sharecare, a leading digital health provider that delivers impactful health solutions at scale, as part of this strategic collaboration,” said Rick Shrotri, founder and managing partner of Digital Alpha. “Our focus on the opportunities at the growing intersection of digital infrastructure and healthcare led us to structure this innovative outcome-based financing solution. Working together with Sharecare, along with our strategic partners, we are pleased to support states, cities, and counties to improve their economic health and community well-being.”

Under the framework agreement between Digital Alpha and Sharecare, the parties have agreed to pursue outcome-based financing agreements in the future on an individual project basis, pursuant to which Digital Alpha would be the preferred provider of up to \$100 million of outcome-based financing. All financings under the framework agreement will be used for digital infrastructure to facilitate the deployment of projects promoting digital connectivity, environmental, health, safety and security monitoring, and other community health solutions.

About Digital Alpha

Digital Alpha Advisors, LLC is an investment firm focused on digital infrastructure and services required by the digital economy, with a strategic collaboration agreement with Cisco Systems, Inc. As part of this agreement, Digital Alpha has preferred access to Cisco’s pipeline of commercial opportunities requiring equity financing. Digital Alpha believes that it is the first firm focused on making private equity investments in the significant growth opportunities required to underpin the Digital Economy, including smart cities, next generation broadband networks, and enterprise data management and communication solutions. Digital Alpha was founded by Rick Shrotri, former Head of the Global Infrastructure Funds (GIF) team at Cisco. For more information, please visit www.digitalalpha.net.

About Sharecare

Sharecare is the leading digital health company that helps people – no matter where they are in their health journey – unify and manage all their health in one place. Our comprehensive and data-driven virtual health platform is designed to help people, providers, employers, health plans, government organizations, and communities optimize individual and population-wide well-being by driving 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 making high-quality care more accessible and affordable for everyone. To learn more, visit www.sharecare.com.

About Falcon Capital Acquisition Corp.

Falcon Capital Acquisition Corp. is a newly incorporated blank check company whose business purpose is to effect a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses or entities. While the Company may pursue an initial business combination opportunity in any industry or sector, it intends to focus on business in the media, digital media/consumer technology, mobile gaming, interactive entertainment, health wellness/lifestyle and related industries which capitalize on its management team's expertise. The Company's management team is led by Alan G. Mnuchin, the founder and chief executive officer of Arliam Group. The Company has formed an investment partnership with Eagle Equity Partners, which is a founding investor in the Company's sponsor. For more information about Falcon Capital Acquisition Corp., please visit www.falconequityinvestors.com.

Additional Information About the Business Combination and Where to Find It

In connection with the proposed business combination, FCAC intends to file a registration statement on Form S-4 (the "Registration Statement") with the U.S. Securities and Exchange Commission (the "SEC"), which will include a proxy statement/prospectus, and certain other related documents, to be used at the meeting of FCAC stockholders to approve the proposed business combination. Investors and security holders of FCAC are urged to read the proxy statement/prospectus, any amendments thereto and other relevant documents that will be filed with the SEC carefully and in their entirety when they become available because they will contain important information about Sharecare, FCAC and the proposed business combination. The definitive proxy statement/prospectus will be mailed to stockholders of FCAC as of a record date to be established for voting on the proposed business combination. Investors and security holders will also be able to obtain copies of the Registration Statement and other documents containing important information about the business combination and the parties to the business combination once such documents are filed with the SEC, without charge, at the SEC's web site at www.sec.gov, or by directing a request to: Falcon Capital Acquisition Corp., 660 Madison Avenue, 12th Floor, New York, NY 10065, Attention: Saif Rahman, Chief Financial Officer.



Participants in the Solicitation

FCAC and its directors and executive officers, under SEC rules, may be deemed participants in the solicitation of proxies from FCAC's stockholders with respect to the proposed business combination. A list of the names of those directors and executive officers and a description of their interests in FCAC is contained in the final prospectus for FCAC's initial public offering, which was filed with the SEC on September 23, 2020, and is available free of charge at the SEC's web site at www.sec.gov, or by directing a request to Falcon Capital Acquisition Corp., 660 Madison Avenue, 12th Floor, New York, NY 10065, Attention: Saif Rahman, Chief Financial Officer. Additional information regarding the interests of such participants will be set forth in the proxy statement/prospectus for the proposed business combination when available. Each of Sharecare and its directors, executive officers and other members of its management and employees, under SEC rules, may also be deemed to be participants in the solicitation of proxies from the stockholders of FCAC in connection with the proposed business combination. A list of the names of such directors and executive officers and information regarding their interests in the business combination will be contained in the proxy statement/prospectus for the proposed business combination when available.

Important Notice Regarding Forward-Looking Statements

This press release contains forward-looking statements 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: "may," "will," "could," "would," "should," "expect," "intend," "plan," "anticipate," "believe," "estimate," "predict," "project," "potential," "continue," "ongoing" or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words. 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 press release, 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 press release include, but are not limited to, Sharecare and Digital Alpha's plans related to the strategic collaboration arrangement and Digital Alpha's plans to deploy outcome-based financing as part of the arrangement. We cannot assure you that the forward-looking statements in this press release 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, including, among others, whether the parties will ultimately agree to terms under individual outcome-based financing agreements under the framework agreement or the realization of the anticipated benefits from the proposed collaboration. 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 press release represent our views as of the date of this press release. 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 press release.

No Offer or Solicitation

This press release does not constitute a solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed business combination. This press release also does not constitute an offer to sell or the solicitation of an offer to buy securities, nor will there be any sale of securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities will be made except by means of a prospectus meeting the requirements of Securities Act of 1933, as amended, or an exemption therefrom.

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