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

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**Sharecare, Inc.**

(Exact name of registrant as specified in its charter)

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**255 East Paces Ferry Road NE, Suite 700  
Atlanta, Georgia 30305  
(404) 671-4000**

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

(Address, including zip code, and telephone number, including area  
code, of  
registrant's principal executive offices)

**85-1365053**

(I.R.S. Employer  
Identification No.)

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**Sharecare, Inc. 2021 Omnibus Incentive Plan**

(Full title of the plan) \_\_\_\_\_

**Jeff Arnold  
Chief Executive Officer  
Sharecare, Inc.  
255 East Paces Ferry Road NE, Suite 700  
Atlanta, Georgia 30305  
(404) 671-4000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copies to:  
Carrie Ratliff  
Chief Legal Officer  
Sharecare, Inc.  
255 East Paces Ferry Road NE, Suite 700  
Atlanta, GA 30305  
(404) 671-4000**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer:	<input type="radio"/>	Accelerated filer:	<input checked="" type="radio"/>
Non-accelerated filer:	<input type="radio"/>	Smaller reporting company:	<input type="radio"/>
		Emerging growth company:	<input checked="" type="radio"/>

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 7(a)(2)(B) of the Securities Act.

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## NOTE

### REGISTRATION OF ADDITIONAL SHARES AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Sharecare, Inc., a Delaware corporation (the “Registrant”), to register 35,012,616 additional shares of common stock, par value \$0.0001 per share (the “Common Stock”), reserved for potential future issuance under the Registrant’s 2021 Omnibus Incentive Plan (the “Incentive Plan”) pursuant to the provision of the Incentive Plan providing for an automatic annual increase in the number of shares reserved for issuance under the Incentive Plan for the 2022 and 2023 fiscal years. These shares are being registered so that they will be available for potential future issuances to employees and other recipients over the course of the term of the Incentive Plan and are not being registered in anticipation of any currently contemplated issuances. This Registration Statement hereby incorporates by reference the contents of the Registrant’s earlier registration statement on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) on September 7, 2021 (Registration No. 333-259344) to the extent not superseded hereby. In accordance with the instructional note to Part I of Form S-8 promulgated by the SEC, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The Registrant is incorporating by reference into this Registration Statement the filings listed below and any additional documents that the Registrant may file with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), after the date of this Registration Statement, but prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, except the Registrant is not incorporating by reference any information furnished (but not filed) under Item 2.02 or Item 7.01 of any Current Report on Form 8-K and corresponding information furnished under Item 9.01 as an exhibit thereto:

- the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022, filed with the SEC on March 31, 2023 (the “Annual Report”);
- the Registrant’s Quarterly Report on [Form 10-Q](#) for the period ended March 31, 2023, filed with the SEC on May 10, 2023;
- the Registrant’s definitive proxy statement on [Schedule 14A](#) filed with the SEC on April 25, 2023 (solely to the extent incorporated by reference into Part III of the Annual Report);
- the Registrant’s Current Reports on Form 8-K filed with the SEC on [January 11, 2023](#), [January 30, 2023](#), [February 16, 2023](#), [February 17, 2023](#), and [March 15, 2023](#) (in each case, excluding any information “furnished” pursuant to Item 2.02 or Item 7.01 of any such Current Report on Form 8-K unless otherwise indicated therein); and
- the description of the Registrant’s shares of common stock contained in the Registrant’s Registration Statement on [Form 8-A12B/A](#) filed with the SEC on July 1, 2021 and any amendment or report filed for the purpose of updating such description, including Exhibit 4.3 to the Annual Report.

Any statement contained in this Registration Statement, or in a document incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded to the extent that a statement contained herein, or in any subsequently filed document that also is incorporated or deemed to be incorporated by reference herein, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 8. Exhibits

The following are filed as exhibits to this Registration Statement:

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
3.1	<a href="#">Fourth Amended and Restated Certificate of Incorporation of Sharecare, Inc. (incorporated by reference to Exhibit 3.1 of Amendment No. 1 to the Registrant's Registration Statement on Form 8-A12B/A, filed with the SEC on July 1, 2021).</a>
3.2	<a href="#">Certificate of Designations for Series A Convertible Preferred Stock (incorporated by reference to Exhibit 3.2 of Amendment No. 1 to the Registrant's Registration Statement on Form 8-A12B/A, filed with the SEC on July 1, 2021).</a>
3.3	<a href="#">Amended and Restated Bylaws of Sharecare, Inc. (incorporated by reference to Exhibit 3.3 of Amendment No. 1 to the Registrant's Registration Statement on Form 8-A12B/A, filed with the SEC on July 1, 2021).</a>
4.1	<a href="#">Form of Specimen Common Stock Certificate of Sharecare, Inc. (incorporated by reference to Exhibit 4.1 of Amendment No. 1 to the Registrant's Registration Statement on Form 8-A12B/A, filed with the SEC on July 1, 2021).</a>
4.2	<a href="#">Sharecare, Inc. 2021 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K, filed with the SEC on July 8, 2021).</a>
4.3	<a href="#">Form of Stock Option Grant Notice for Named Executive Officers (incorporated by reference to Exhibit 10.4 of Amendment No. 1 to the Registrant's Current Report on Form 8-K/A, filed with the SEC on August 12, 2021).</a>
4.4	<a href="#">Form of Restricted Stock Unit Grant Notice (incorporated by reference to Exhibit 10.5 of Amendment No. 1 to the Registrant's Current Report on Form 8-K/A, filed with the SEC on August 12, 2021).</a>
4.5	<a href="#">Form of Stock Option Grant Notice (incorporated by reference to Exhibit 10.6 of Amendment No. 1 to the Registrant's Current Report on Form 8-K/A, filed with the SEC on August 12, 2021).</a>
4.6	<a href="#">Form of Stock Option Award Agreement (for awards previously issued under the Sharecare, Inc. 2010 Equity Incentive Plan) (incorporated by reference to Exhibit 10.5 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2021, filed with the SEC on March 31, 2022).</a>
4.7	<a href="#">Form of Stock Option Award Agreement (for awards previously issued under the Sharecare, Inc. 2020 Equity Incentive Plan) (incorporated by reference to Exhibit 10.6 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2021, filed with the SEC on March 31, 2022).</a>
4.8	<a href="#">Form of Restricted Stock Unit Grant Notice (incorporated by reference to Exhibit 10.26 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on March 31, 2023).</a>
4.9	<a href="#">Form of Performance Restricted Stock Unit Grant Notice (incorporated by reference to Exhibit 10.27 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on March 31, 2023).</a>
5.1*	<a href="#">Opinion of King &amp; Spalding LLP.</a>
23.1*	<a href="#">Consent of Ernst &amp; Young LLP.</a>
23.2*	Consent of King & Spalding LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature pages).
107*	<a href="#">Filing Fee Table.</a>

\*Filed herewith

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on May 10, 2023.

### Sharecare, Inc.

By: /s/ Jeffrey T. Arnold

Name: Jeffrey T. Arnold

Title: Chief Executive Officer, Chairman and Director

## POWER OF ATTORNEY

Each person whose signature appears below appoints Jeff Arnold, Justin Ferrero, Colin Daniel and Carrie Ratliff, and each of them, severally, as his or her true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in his or her capacity as a director or officer or both, as the case may be, of the Registrant, to sign any and all amendments or supplements (including any and all prospectus supplements, stickers and post-effective amendments) to this Registration Statement, and all documents or instruments necessary or appropriate to enable the Registrant to comply with the Securities Act and to file the same, with all exhibits thereto, and any other documentation in connection therewith, with the SEC, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of each such director or officer, or both, as the case may be, each and every act whatsoever that is necessary, appropriate or advisable in connection with any or all of the above-described matters and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities indicated on May 10, 2023.

**Signature****Title**

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/s/ Jeffrey T. Arnold

Jeffrey T. Arnold

Chief Executive Officer and Chairman (Principal Executive Officer)

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/s/ Justin Ferrero

Justin Ferrero

Chief Financial Officer (Principal Financial Officer)

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/s/ Michael Blalock

Michael Blalock

Chief Accounting Officer (Principal Accounting Officer)

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/s/ Jeffrey A. Allred

Jeffrey A. Allred

Director

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/s/ John H. Chadwick

John H. Chadwick

Director

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/s/ Sandro Galea

Sandro Galea

Director

---

/s/ Kenneth R. Goulet

Kenneth R. Goulet

Director

---

/s/ Brent Layton

Brent Layton

Director

---

/s/ Veronica Mallet

Veronica Mallet

Director

---

/s/ Alan G. Mnuchin

Alan G. Mnuchin

Director

---

/s/ Rajeev Ronanki

/s/ Rajeev Ronanki

Director

---

/s/ Jeffrey Sagansky

Jeffrey Sagansky

Director

## CALCULATION OF FILING FEE TABLE

FORM S-8  
(Form type)

## Sharecare, Inc.

(Exact name of Registrant as specified in its charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share	Other(3)	35,012,616(2)	\$1.4775(3)	\$51,731,140.14	\$0.00011020	\$5,700.77
Total Offering Amounts					\$51,731,140.14		-
Total Fees Previously Paid							-
Total Fee Offsets(4)							-
Net Fee Due							\$5,700.77

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Sharecare, Inc. (the "Registrant") that become issuable under the Sharecare, Inc. 2021 Omnibus Incentive Plan (the "Incentive Plan") by reason of any future share splits, share dividends, recapitalizations or any other similar transactions effected without the receipt of consideration by the Registrant, which results in an increase in the number of outstanding shares of Common Stock.
- (2) Represents (i) 17,289,435 shares of Common Stock that were automatically added to the shares authorized for issuance under the Incentive Plan on January 1, 2022 and (ii) 17,723,181 shares of Common Stock that were automatically added to the shares authorized for issuance under the Incentive Plan on January 1, 2023, each pursuant to an "evergreen" provision contained in the Incentive Plan. Pursuant to such provision, the total number of shares of Common Stock under the Incentive Plan will automatically increase on January 1st of each year for a period of ten years commencing on January 1, 2022 and ending on (and including) January 1, 2031, in an amount equal to 5% of the total number of shares of Common Stock outstanding on December 31st of the preceding year. Notwithstanding the foregoing, the board of directors of the Registrant may act prior to January 1st of a given year to provide that the increase for such year will be a lesser number of shares of Common Stock than as provided in the Incentive Plan.
- (3) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$1.4775 per share, which is the average of the high and low prices of a share of Common Stock on May 4, 2023, as reported on The Nasdaq Stock Market.
- (4) The Registrant does not have any fee offsets.

# KING & SPALDING

King & Spalding LLP  
1180 Peachtree Street, NE  
Suite 1600  
Atlanta, GA 30309  
Tel: +1 (404) 572-4600  
Fax: +1 404 572 5100  
www.kslaw.com

May 10, 2023

Sharecare, Inc.  
255 East Paces Ferry Road NE  
Suite 700  
Atlanta, GA 30305

Ladies and Gentlemen:

We have acted as counsel to Sharecare, Inc., a Delaware corporation (the “Company”), in connection with the preparation of the Registration Statement on Form S-8 (the “Registration Statement”), filed with the Securities and Exchange Commission on May 10, 2023, under the Securities Act of 1933, as amended (the “Securities Act”).

The Registration Statement relates to the issuance of up to 35,012,616 shares (the “Shares”) of the Company’s common stock, par value \$0.0001 per share (the “common stock”), that may be issued pursuant to the terms and in the manner set forth in the Sharecare, Inc. 2021 Omnibus Incentive Plan (the “Incentive Plan”).

In our capacity as such counsel, we have examined and relied upon the accuracy of original, certified, conformed or photographic copies of such records, agreements, certificates and other documents as we have deemed necessary or appropriate to enable us to render the opinions hereinafter expressed. In making such examination and in rendering the opinions set forth below, we have assumed the genuineness of signatures on original documents and the conformity to such original documents of all copies submitted to us as certified, conformed or photographic copies and, as to certificates of public officials, we have assumed the same to have been properly given and to be accurate. As to matters of fact material to this opinion letter, we have relied, without independent verification, upon statements and representations of representatives of the Company and public officials.

This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act.

Based upon the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares have been duly authorized and, when issued by the Company in accordance with the terms and in the manner set forth in the Incentive Plan, the Shares will be validly issued, fully paid and non-assessable.

The opinions expressed herein are limited in all respects to the federal laws of the United States of America and the Delaware General Corporation Law, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect that such laws may have on the opinions expressed herein. This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

The opinions expressed herein are given as of the date hereof, and we assume no obligation to advise you after the date hereof of facts or circumstances that come to our attention or changes in law that occur, which could affect the opinions expressed herein. This opinion letter is being rendered solely for the benefit of the Company in connection with the matters addressed herein.

We consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.



Very truly yours,

King & Spalding LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Sharecare, Inc. 2021 Omnibus Incentive Plan of our report dated March 30, 2023, with respect to the consolidated financial statements of Sharecare, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Atlanta, Georgia  
May 10, 2023