

**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): April 5, 2024

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

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

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

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 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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On April 5, 2024, Sharecare, Inc. (the “Company”) received a letter (the “Letter”) from the Listing Qualifications Department of the Nasdaq Stock Market notifying the Company that the closing bid price for its common stock had been below \$1.00 for 30 consecutive trading days and therefore the Company is not in compliance with the minimum bid price requirement for continued listing on The Nasdaq Global Select Market under Nasdaq Listing Rule 5450(a) (1) (the “Bid Price Requirement”).

The Letter has no immediate impact on the listing or trading of the Company’s common stock, which continues to trade on the Nasdaq Global Select Market under the symbol “SHCR,” and does not directly affect the Company’s business, operations or Securities and Exchange Commission reporting requirements. The Company intends to monitor the closing bid price of its common stock and may, if appropriate, consider implementing available options, including a reverse stock split, to regain compliance with the Bid Price Requirement.

Under the Nasdaq Listing Rules, the Company has a period of 180 calendar days from the date of the Letter to regain compliance with the Bid Price Requirement (subject to additional time periods for which the Company may be eligible). Accordingly, the Company has until October 2, 2024 (the “Compliance Date”) to regain compliance with the Bid Price Requirement. To regain compliance, the closing bid price of the Company’s common stock must be at least \$1.00 for a minimum of ten consecutive business days prior to the Compliance Date.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

	<b>Description</b>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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.**

Dated: April 5, 2024

By: /s/ Justin Ferrero

\_\_\_\_\_  
Name: Justin Ferrero

Title: Chief Financial Officer