

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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* ARNOLD JEFFREY T (Last) (First) (Middle) C/O SHARECARE, INC. 255 E. PACES FERRY RD. NE SUITE 700 (Street) ATLANTA GA 30305 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Sharecare, Inc. [SHCR]	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) <input type="checkbox"/> Other (specify below) Co-Founder and Executive Chair
	3. Date of Earliest Transaction (Month/Day/Year) 10/22/2024	
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	10/22/2024		D		4,519,024	D	(1)	0	D	
Common Stock	10/22/2024		D		678,664	D	(2)	0	D	
Common Stock	10/22/2024		D		3,037,894	D	(2)	0	I	By JT Arnold Enterprises II, LLLP ⁽³⁾
Common Stock	10/22/2024		D		2,442,749	D	(2)	0	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	Amount or Number of Shares				
Restricted Stock Units	(4)	10/22/2024		D			9,717,481	(4)	(4)	Common Stock	9,717,481	(4)	0	D	
Stock Option (right to buy)	\$1.05	10/22/2024		D			3,096,469	(4)	02/25/2025	Common Stock	3,096,469	(4)	0	D	
Stock Option (right to buy)	\$1.05	10/22/2024		D			2,064,359	(4)	03/29/2028	Common Stock	2,064,359	(4)	0	D	
Stock Option (right to buy)	\$1.05	10/22/2024		D			35,630	(4)	05/06/2026	Common Stock	35,630	(4)	0	I	By JT Arnold Enterprises II, LLLP ⁽³⁾
Stock Option (right to buy)	\$1.05	10/22/2024		D			3,096,455	(4)	03/29/2018	Common Stock	3,096,455	(4)	0	I	By JT Arnold Enterprises II, LLLP ⁽³⁾
Stock Option (right to buy)	\$1.45	10/22/2024		D			3,183,817	(4)	04/21/2030	Common Stock	3,183,817	(4)	0	I	By JT Arnold Enterprises II, LLLP ⁽³⁾
Stock Option (right to buy)	\$1.45	10/22/2024		D			8,137,614	(4)	10/26/2030	Common Stock	8,137,614	(4)	0	I	By JT Arnold Enterprises II, LLLP ⁽³⁾
Stock Option (right to buy)	\$1.45	10/22/2024		D			10,050,234	(4)	10/26/2030	Common Stock	10,050,234	(4)	0	D	

**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)				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	Amount or Number of Shares				
Stock Option (right to buy)	\$10	10/22/2024		D			8,148,490	(4)	08/13/2031	Common Stock	8,148,490	(4)	0	D	

Explanation of Responses:

1. Pursuant to the Agreement and Plan of Merger, dated as of June 21, 2024 (the "Agreement"), by and among Sharecare, Inc. ("Sharecare"), Impact Acquiror Inc., a Delaware corporation ("Parent") and Impact Merger Sub Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Merger Sub"), Merger Sub merged with and into the Company (the "Merger"), with the Company surviving the Merger as a wholly owned subsidiary of Parent. At the effective time of the Merger (the "Effective Time"), each share of Sharecare common stock, par value \$0.0001 ("Company Common Stock"), reported in this row was converted into the right to receive a cash payment (without interest and subject to any applicable taxes) equal to the per share merger consideration of \$1.43 (the "Merger Consideration"). As a result of the Merger, Reporting Person no longer beneficially owns, directly or indirectly, any shares of Company Common Stock.

2. Pursuant to the Rollover Agreement, dated as of June 25, 2024 (the Rollover Agreement), by and among Impact Aggregator LP, a Delaware limited partnership ("Topco LP"), Impact Upper Parent Inc., a Delaware corporation ("Topco Inc.") and each of the Persons listed on the Schedule A attached thereto (each a "Rollover Stockholder" and collectively the "Rollover Stockholders"), each share of Company Common Stock reported in this row (the "Rollover Shares") was contributed to Topco Inc. in exchange for shares of common stock of Topco Inc. having an aggregate value equal the product of the number of shares of Company Common Stock reported in this row multiplied by the Merger Consideration, without interest.

3. Reporting Person is the beneficial owner and has sole voting power and investment power over the securities reported herein held by this entity.

4. Prior to the Effective Time, Reporting Person entered into an agreement with Topco LP pursuant to which Reporting Person forfeited all Contingent Cash Awards and Contingent Unit Awards (each as defined in the Merger Agreement) that Reporting Person under the Merger Agreement in connection with the RSU/stock option listed in this row, in favor of profits interests of Topco LP with a priority catch up equal to the aggregate value of the forfeited Contingent Cash Awards and Contingent Unit Awards.

Remarks:

/s/ Christie J. Miller, Attorney-in-Fact for Reporting Person 10/24/2024

** 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.

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