

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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*<br><u>LAYTON BRENT D</u><br><br>(Last) (First) (Middle)<br>C/O SHARECARE, INC.<br>255 E. PACES FERRY RD. NE, SUITE 700<br><br>(Street)<br>ATLANTA GA 30305<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Sharecare, Inc. [ SHCR ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Chief Executive Officer Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>10/22/2024                 |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                       | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                    |

**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                              |   | 2,290,308 | D   | (1)   | 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) |   | 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 |
| Restricted Stock Units                     | (2)  | 10/22/2024                           |  | D                              |   |  | 7,500,001 | (2)  | (2)             | Common Stock  | 7,500,001                                  | \$0 <sup>(2)</sup>   | 0   | D  |       |

**Explanation of Responses:**

1. Pursuant to the Agreement and Plan of Merger, dated as of June 21, 2024 (the "Merger 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 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 Merger Agreement, at the Effective Time, each outstanding restricted stock unit of Reporting Person ("Company RSU Award") was cancelled and converted into (x) a Contingent Cash Award in an amount in cash equal to (A) 70% of the number of shares of Company Common Stock subject to such Company RSU Award multiplied by (B) the Merger Consideration and (y) a Contingent Unit Award having a capital value at the Effective Time equal to (A) 30% of the number of shares of Company Common Stock subject to such Company RSU Award multiplied by (B) the Merger Consideration.

**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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.