

**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): May 17, 2022

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 7.01. Regulation FD Disclosure.

This Current Report on Form 8-K is being furnished by Sharecare, Inc., a Delaware corporation (the "Company"), for the sole purpose of furnishing an investor presentation that will be used by the Company in meetings with investors. The investor presentation is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01, including the presentation attached as Exhibit 99.1 hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	Description
99.1	Investor Presentation
104	Cover Page Interactive Data File (formatted as inline XBRL and included as Exhibit 101)

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: May 17, 2022

By: /s/ Justin Ferrero
Name: Justin Ferrero
Title: Chief Financial Officer



sharecare

All together
better



Important Notice Regarding Forward-Looking Statements



This presentation contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 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: "outlook," "target," "reflect," "on track," "foresees," "future," "may," "deliver," "will," "shall," "could," "would," "should," "expect," "intend," "plan," "anticipate," "believe," "estimate," "predict," "project," "potential," "continue," "ongoing" or the negative of these terms, other comparable terminology (although not all forward-looking statements contain these words), or by discussions of strategy, plans, or intentions. 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 presentation, 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 presentation include, but are not limited to, partnerships or other relationships with third parties or customers, new or anticipated revenue opportunities and statements regarding future financial expectations. We cannot assure you that the forward-looking statements in the information in this presentation 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. Descriptions of some of the factors that could cause actual results to differ materially from these forward-looking statements are discussed in more detail in our filings with the SEC, including the Risk Factors section of our Annual Report on Form 10-K for the year ended December 31, 2021. 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 presentation represent our views as of the date of this presentation. 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 presentation.

Sharecare is a **health & well-being interoperable platform** that **unifies all the elements** of individual and community health so everyone can live better, longer across the **dynamic continuum of their healthcare needs**. **All Together Better**



Sharecare by the numbers

~64K

employer clients

127

top life sciences brands

11M

eligible lives

\$470M-500M

2022E revenue

6K+

health system clients

\$30M-36M

2022E adjusted EBITDA

73

Sharecare NPS score
(95 on CareLinx payor programs)

~2.8M

social followers reaching
306M in 2021

Strategic partners & clients

ENTERPRISE



PROVIDER



LIFE SCIENCES





ALL TOGETHER BETTER

Business Positioned for Growth and Scale



Comprehensive Platform

Innovative digital health platform based on human-centric design



Data & Innovation

At the **intersection of technology, healthcare, & media**, creating data-driven solutions



Diversified Revenue & Scale

Diversified, scalable portfolio with opportunity to **capture \$1B++ in incremental revenue from contracted lives**



Differentiated Financial Performance

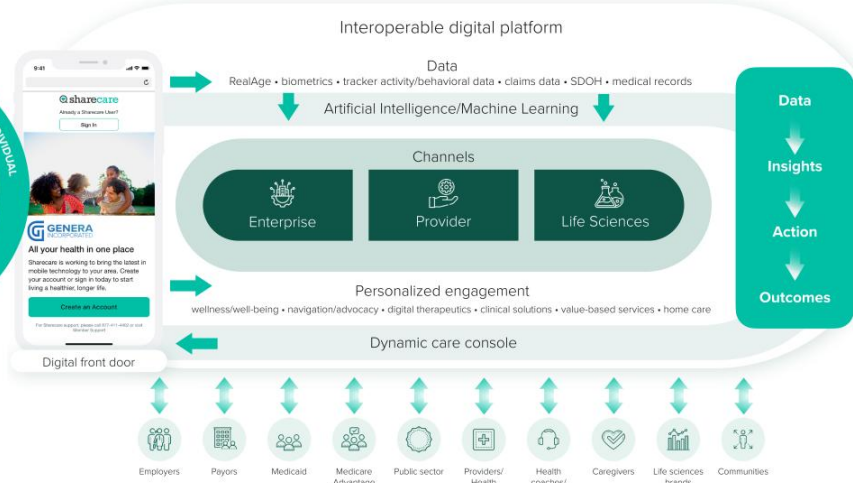
Positioned for success with **strong revenue visibility, balance sheet, and profitability**

High-growth, recurring revenue **driving 20% sustainable YoY growth**



ALL TOGETHER BETTER

Comprehensive Digital-First Ecosystem Centered around the Person





CHANNEL OVERVIEW

ENTERPRISE



Integrated Solution Lowering Healthcare Costs, Improving Outcomes, and Increasing Satisfaction

Core digital platform



PMPM

- Claims ingestion
- Population risk stratification
- Member engagement
- Incentives management



Marketplace of targeted digital therapeutics



PMPM and/or incremental fee per enrollee

High-touch care





CHANNEL OVERVIEW

PROVIDER



Comprehensive Solutions Addressing Providers' Needs While Improving Efficiency and Patient Care

Core service

HEALTH INFORMATION MANAGEMENT



- Release of information (ROI)
- Medical record requests & retrieval
- Medical record audits & reviews
- Dynamic insights (AI)
- Forms management

Per record request

VALUE-BASED CARE



- High risk patient stratification
- High cost claimant/care gap analysis
- Clinical measures & reporting
- Practice provider and network performance

Gainshare or per provider per month

PAYMENT INTEGRITY



- Fraud, waste, and abuse
- Audit/denial mgmt services
- Clinical validation
- Pre-submission claim review insights (AI)
- Coding & pricing audits

Gainshare or per claim processed

REMOTE PATIENT MONITORING

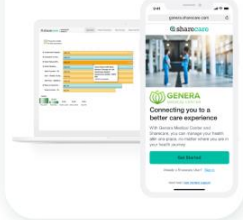


- Diabetes prevention and management
- Heart disease (Ornish Lifestyle Medicine)
- Obesity & nutrition support

PMPM, reimbursement, or fee for service

Digital platform

24/7 PATIENT ENGAGEMENT



PMPM



Key Strategic Driver for Consumer Acquisition, Content Creation, Brand Awareness, and Data-Driven Digital Activation

Core service: Data-driven conversion and patient engagement



Condition education centers

1st party targeted messaging

Lead generation

- 73M targetable patients
- Relevant, personalized content assets that drive action



CPUV, CPM, CPC, CPL

Digital platform

24/7 PATIENT ENGAGEMENT

Driving de-centralized clinical research at scale

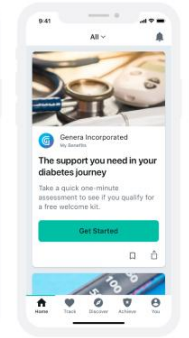
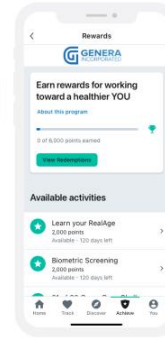
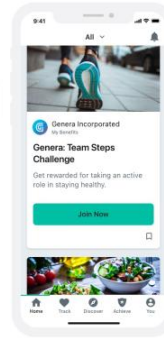
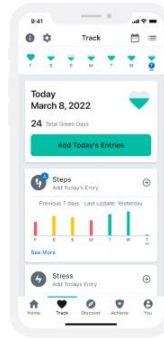
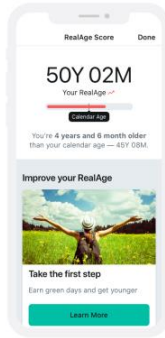
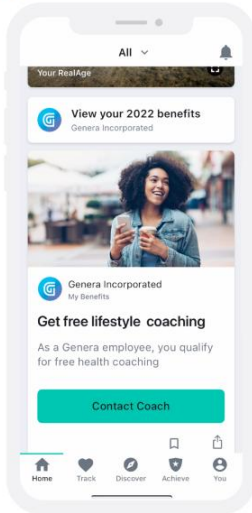


CPUV, CPM, CPC, CPL



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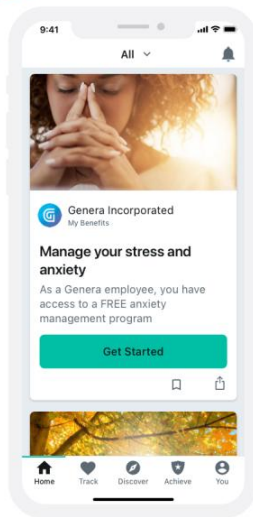
Digital Front Door: Well-Being & Healthcare Navigation





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Digital Therapeutics: Comprehensive Library



Award winning, evidence-based digital therapeutics ranging from asthma to women's health that combines neuroscience and mindfulness tools to help members identify their triggers and learn new coping techniques focused on delivering key outcomes.

67%
reduction in GAD-7 scores (anxiety)

40%
reduction in craving-related eating

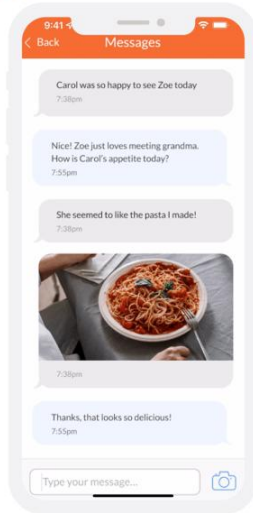
5x
tobacco cessation quit-rate compared to gold standard





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High-Touch Care: Home Care & LM/DM Coaching



Home Care

High-quality, tech-enabled home care focused on improving the quality of life for patients and family members creating greater peace of mind.

- Tech-enabled caregivers collect valuable data
- Real-time, actionable data
- Visit monitoring & transparency

450K+ care providers delivering national coverage
3M+ hours of home care provided
1.5M+ Medicare Advantage members
400+ Medicare Advantage plans



HITRUST
CSF Certified

DM/LM Coaching

High-cost chronic conditions:

- Asthma
- Chronic obstructive pulmonary disease
- Coronary artery disease
- Diabetes
- Heart failure

At-risk members:

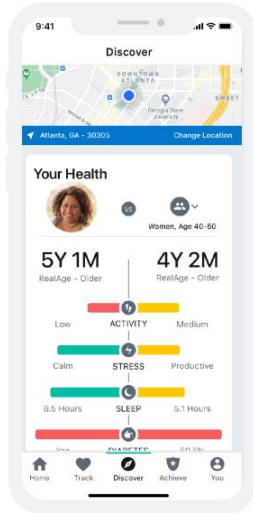
- Exercise
- Nutrition
- Stress
- Weight





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Community Well-Being: Analyzing Social Risk



1. **Population**
Members and worksite data from eligibility
2. **Health risks**
Members' health risk measured through RealAge
3. **Indiv. well-being**
Population wide measures of physical, financial, community, social and purpose
4. **SDOH**
Social determinants of health and measures of holistic community health

SDOH: Strategic Approach to Assessing Employee Populations

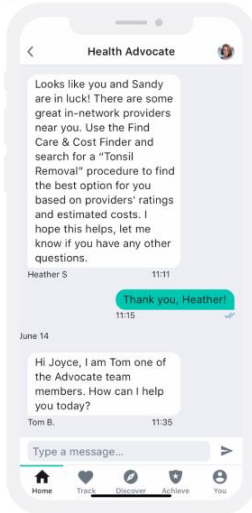


- Benefits configuration**
Engagement and outreach strategies, communications and messaging, digital therapeutics and programs, incentives
- Health equity & DEI**
Community diversity, measures of segregation, institutional and structural racism
- Pandemic vulnerability**
Transportation, health literacy and translation, vaccine, hesitancy and access
- Community**
CBO's and social services, transit offices, health systems, public health and safety
- Worksite and places**
Built environment, culture, verification

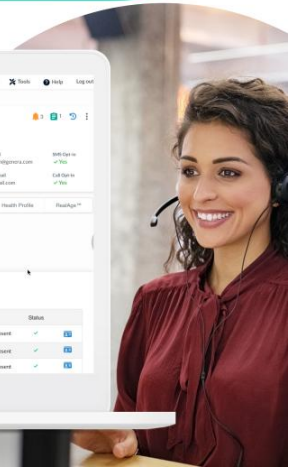
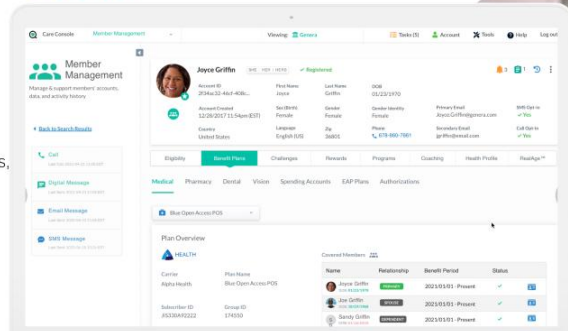


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Advocacy: Digital-First Navigation



Delivering a new and simplified advocacy experience for employees proactively supporting wellness, clinical, emotional, financial and logistical needs



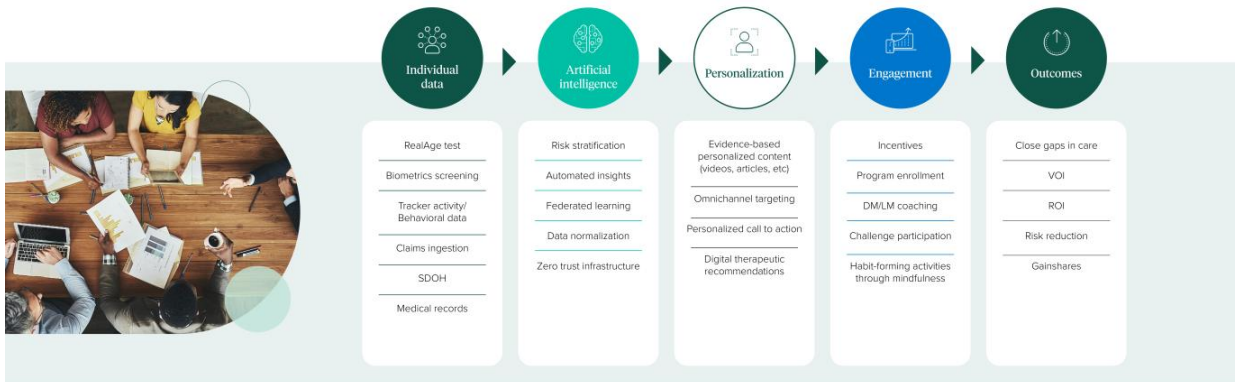
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Why Sharecare is Different

Unique data-driven, personalized engagement/navigation driving outcomes



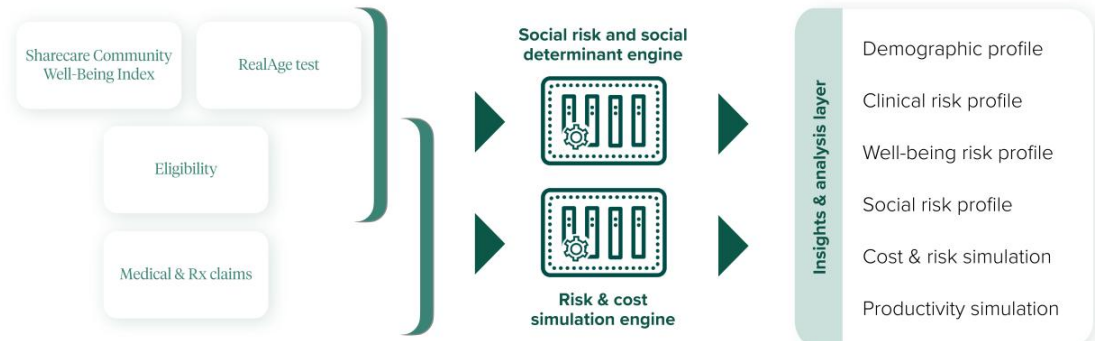


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Sharecare Risk Assessment



- Sharecare executes on two parallel data processes, analyzing eligible lives and medical and Rx claims, as well as platform-collected population risk profiles combined with over 600 elements of social determinants of health covering all counties, zip codes, and census tracts across the country
- Sharecare also runs client and partner data through our standard disease identification algorithm and in order to align results to models leveraged for Sharecare care management and advocacy protocols
- The output of these processes is then combined in an insights layer to support views across population demographics, clinical risks, well-being risks, social risks, and simulations for cost and productivity impact





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Population Snapshot



59%

female, compared to 48% nationally

37

avg age, 3 years older than the national avg

Demographics



3 in 4

overweight or obese

50%

counties in state without OBGYN

Individual & social risks



\$1.45B

annual projected cost tied to top 15 clinical drivers

\$228M

annual simulated cost tied to respiratory infections

Cost burden & projections



\$596

projected risk adjusted PMPM expenditures for members

20%+

higher PMPM expenditure compared to the national benchmark



11.5

estimated productivity days lost per FTE

~8M

projected hours lost due to mental health issues

Productivity projections



~\$100M+

estimated cost avoidance and value opportunity

32%+

higher PMPM opportunity compared to the national benchmark

Opportunity assessment



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Translating Risk Reduction to Value



QUALITY ADJUSTED YEARS



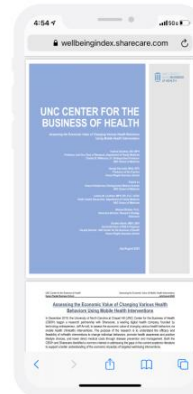
2010 - present

WORKFORCE PRODUCTIVITY



2014 - present

COST AVOIDANCE



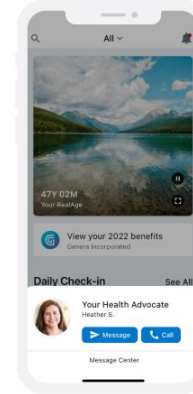
2014 - present

COST REDUCTION



2014 - present

COST SAVINGS



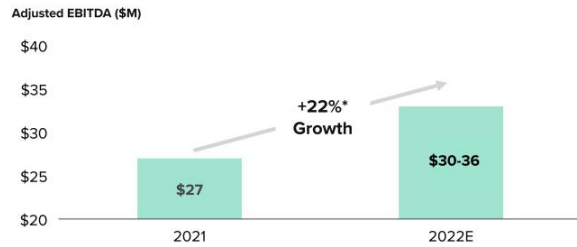
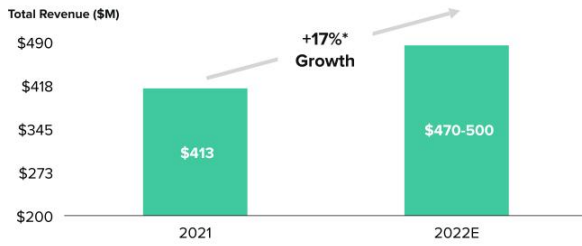
Today

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Business Growth Trajectory



*Figures are midpoint of guidance ranges where applicable

Revenue

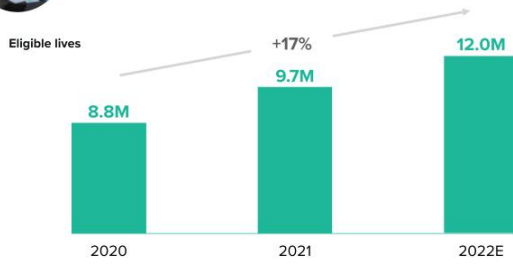
- 2022 growth will be driven from:
 - Increased client penetration across channels
 - Additional lives on platform
 - Continued double digit growth in record retrievals
 - Growth in home health and new digital therapeutics
 - Expanded sales team to drive new client wins

Adj EBITDA

- FY22 margin expansion driven by:
 - Positive impact from revenue mix trends
 - Operating leverage while continuing to make growth investments across the platform

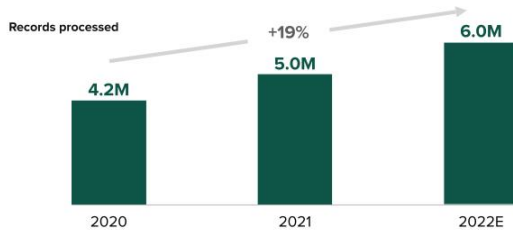


KPI Performance



Enterprise: Eligible lives

- Enterprise eligible lives driven by new client expansion, as well as further penetration of existing clients
- Current eligible lives represents only a small fraction of total serviceable lives with key clients

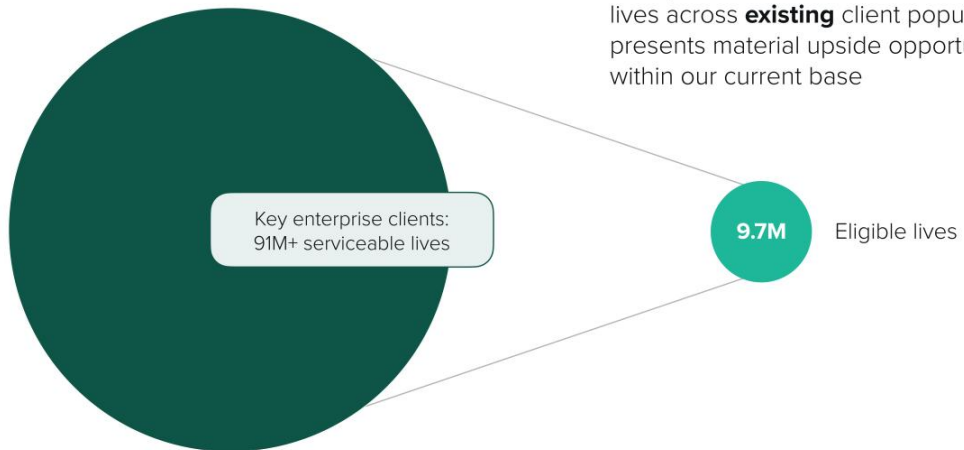


Provider: Records processed

- Continued growth in client site coverage
 - 4,000 additional sites within contracted provider customer base
- Process automation and interoperability programs will enable medical record processing at record levels



Sharecare has onboarded ~9.7M eligible enterprise lives, or 10.6% of 91M+ serviceable lives across **existing** client populations – this presents material upside opportunity to grow within our current base





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Business Positioned for Growth and Scale



Comprehensive Platform

Innovative digital health platform based on human-centric design



Data & Innovation

At the **intersection of technology, healthcare, & media**, creating data-driven solutions



Diversified Revenue & Scale

Diversified, scalable portfolio with opportunity to **capture \$1B++ in incremental revenue from contracted lives**



Differentiated Financial Performance

Positioned for success with **strong revenue visibility, balance sheet, and profitability**

High-growth, recurring revenue **driving 20% sustainable YoY growth**

Thank you.

 sharecare



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Appendix



Non-GAAP Financial Measures



In addition to our financial results determined in accordance with U.S. GAAP, we believe Adjusted EBITDA, a non-GAAP measure, is useful in evaluating our operating performance. We use Adjusted EBITDA to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that this non-GAAP financial measure, when taken together with the corresponding GAAP financial measure, provides meaningful supplemental information regarding our performance by excluding certain items that may not be indicative of our business, results of operations, or outlook. In particular, we believe that the use of Adjusted EBITDA is helpful to our investors as it is a metric used by management in assessing the health of our business and our operating performance. However, non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool, and should not be considered in isolation or as a substitute for financial information presented in accordance with GAAP. In addition, other companies, including companies in our industry, may calculate similarly-titled non-GAAP measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measure as a tool for comparison.

The calculation and reconciliation of historic Adjusted EBITDA to net income (loss), the most directly comparable financial measures stated in accordance with GAAP, is provided below and in the accompanying financial tables. Investors are encouraged to review the reconciliation and not to rely on any single financial measure to evaluate our business.

We have not reconciled forward-looking Adjusted EBITDA guidance to net income (loss) because we do not provide guidance for net income (loss) or for items that we do not consider indicative of our on-going performance, including, but not limited to, the impact of significant non-recurring items, as certain of these items are out of our control and/or cannot be reasonably predicted. Accordingly, a reconciliation of the Adjusted EBITDA guidance to the corresponding U.S. GAAP measure is not available without unreasonable effort. We have not provided a reconciliation of full-year 2021 Adjusted EBITDA estimates to an estimated net income (loss) outlook because certain items such as transaction and closing costs, share-based compensation, and the change in fair value of warrant liability and contingent consideration that are a component of net income (loss) cannot be reasonably estimated due to the significant impact of the variability associated with those items and other factors related to Sharecare's year-end financial closing process. These components of net income (loss) could significantly impact Sharecare's actual net income (loss).



APPENDIX

Reconciliation to Historical Adjusted EBITDA

(\$, in millions)



	2020	2021
Net Loss	(\$60.5)	(\$85.1)
Depreciation and amortization	24.68	32.60
Interest income	(0.07)	(0.10)
Interest expense	31.04	27.66
Income tax (benefit) expense	(1.56)	(2.02)
Loss on extinguishment of debt	–	1.15
Other expense (income)	9.71	(27.01)
Loss from equity method investments	3.90	–
Share-based compensation	19.16	46.78
Severance	2.55	1.28
Warrants issued with revenue contracts ^(a)	1.19	0.08
Transaction and closing costs ^(b)	2.19	31.73
Adjusted EBITDA^(c)	\$32.3	\$27.0

Notes:

(a) Represents the non-cash value of warrants issued to clients for meeting specific revenue thresholds.

(b) Represents costs related to our business combination with Falcon Capital Acquisition Corp. and transaction and post-closing costs related to acquisitions occurring in 2021 and prior years.

(c) Includes non-cash amortization associated with contract liabilities recorded in connection with acquired businesses.

