

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* <u>Claritas Irby Partners II, LLC</u> (Last) (First) (Middle) C/O CLARITAS CAPITAL 30 BURTON HILLS BLVD, SUITE 500 (Street) NASHVILLE TN 37215 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sharecare, Inc. [SHCR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) _____ AFFILIATE OF 10% OWNER
	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		J ⁽¹⁾⁽²⁾		118,365	D	⁽¹⁾⁽²⁾	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
Stock Option (right to buy)	\$1.05	10/22/2024		J ⁽¹⁾⁽²⁾		35,629 ⁽³⁾		⁽³⁾	05/06/2026	Common Stock	35,629 ⁽³⁾	\$0 ⁽³⁾	0	I	By Claritas Capital Management Services, Inc.

1. Name and Address of Reporting Person* <u>Claritas Irby Partners II, LLC</u> (Last) (First) (Middle) C/O CLARITAS CAPITAL 30 BURTON HILLS BLVD, SUITE 500 (Street) NASHVILLE TN 37215 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Claritas Capital Management Services, Inc.</u> (Last) (First) (Middle) 30 BURTON HILLS BOULEVARD SUITE 500 (Street) NASHVILLE TN 37215 (City) (State) (Zip)

Explanation of Responses:

1. Sharecare, Inc. ("Sharecare") entered into the Agreement and Plan of Merger, dated as of June 21, 2024 (the "Merger Agreement"), by and among 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"). Pursuant to the Merger Agreement, Merger Sub merged with and into the Company (the "Merger"), with the Company surviving the Merger as a wholly owned subsidiary of Parent. 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"), (cont'd)

2. each share of Sharecare common stock, par value \$0.0001 ("Company Common Stock") reported in this row (the "Rollover Shares") was contributed to an entity formed by Claritas Capital, LLC solely for the purposes of the transaction (the "Aggregator"), in exchange for equity interests of the Aggregator. Pursuant to the Rollover Agreement, immediately prior to the effective time of the Merger (the "Effective Time"), the

shares of Company Common Stock contributed to the Aggregator were 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 contributed by the Aggregator multiplied by the merger consideration of \$1.43 in cash per share of Company Common Stock, without interest.

3. Pursuant to the Merger Agreement, each outstanding option to purchase shares of Company Common Stock (a "Company Option") that was vested or vested upon the Effective Time was cancelled and converted into the right to receive an amount in cash (without interest) equal to the product of multiplying (A) the number of shares of Company Common Stock subject to the Company Option immediately prior to the Effective Time by (B) the excess, if any of (x) the Merger Consideration over (y) the exercise price per share of Company Common Stock of such Company Option (the "Option Consideration").

Remarks:

This Form 4 is the third of three Form 4s filed sequentially that reflect ownership in Sharecare, Inc. (SHCR) by entities controlled by John H. Chadwick, a director of the issuer. The reporting persons are filing three Form 4s because the SEC's filing system does not allow more than 10 signatures on a single Form 4. The reporting person on all three Forms 4 are controlled by John H. Chadwick, who beneficially owns more than 10% of the issuer's outstanding common stock as determined under Section 13(d) of the Securities Exchange Act of 1934 (the "Act"). Each of the reporting persons therefore may be deemed to be members of a "group" with Mr. Chadwick and therefore to be subject to Section 16 of the Act as 10% owners. The reporting persons disclaim membership in any such group, and the filing of this Form 4 shall not be deemed an admission that the reporting persons or their affiliates are members of such group or are otherwise subject to Section 16. Mr. Chadwick controls Claritas Irby Partners II, LLC through his ownership of interests in Claritas Capital, LLC, the managing member of Irby Partners II, LLC. Mr. Chadwick controls Claritas Capital Management Services, Inc. as a director and as its president.

/s/ J. Chadwick, Mng Mem of
Mng Mem / Pres. 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.