

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Whaley Dawn</u> (Last) (First) (Middle) C/O SHARECARE, INC., 255 EAST PACES FERRY ROAD NE SUITE 700 (Street) ATLANTA GA 30305 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President, CMO
	3. Date of Earliest Transaction (Month/Day/Year) 08/13/2021	
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			

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				
Stock Options (right to buy)	\$10	08/13/2021		A		1,425,986		(1)	08/13/2031	Common Stock	1,425,986	\$0.00	1,425,986	D	
Performance Stock Options (right to buy)	\$10	08/13/2021		A		240,751		(2)	08/13/2031	Common Stock	240,751	\$0.00	240,751	D	
Performance Stock Options (right to buy)	\$10	08/13/2021		A		240,751		(3)	08/13/2031	Common Stock	240,751	\$0.00	240,751	D	
Performance Stock Options (right to buy)	\$10	08/13/2021		A		240,751		(4)	08/13/2031	Common Stock	240,751	\$0.00	240,751	D	
Performance Stock Options (right to buy)	\$10	08/13/2021		A		240,751		(5)	08/13/2031	Common Stock	240,751	\$0.00	240,751	D	
Performance Stock Options (right to buy)	\$10	08/13/2021		A		240,751		(6)	08/13/2031	Common Stock	240,751	\$0.00	240,751	D	
Performance Stock Options (right to buy)	\$10	08/13/2021		A		240,751		(7)	08/13/2031	Common Stock	240,751	\$0.00	240,751	D	
Performance Stock Options (right to buy)	\$10	08/13/2021		A		240,751		(8)	08/13/2031	Common Stock	240,751	\$0.00	240,751	D	
Performance Stock Options (right to buy)	\$10	08/13/2021		A		240,751		(9)	08/13/2031	Common Stock	240,751	\$0.00	240,751	D	
Performance Stock Options (right to buy)	\$10	08/13/2021		A		240,751		(10)	08/13/2031	Common Stock	240,751	\$0.00	240,751	D	
Performance Stock Options (right to buy)	\$10	08/13/2021		A		240,750		(11)	08/13/2031	Common Stock	240,750	\$0.00	240,750	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	Amount or Number of Shares				
Performance Stock Options (right to buy)	\$10	08/13/2021		A		240,750		(12)	08/13/2031	Common Stock	240,750	\$0.00	240,750	D	

Explanation of Responses:

- Stock options vest and become exercisable in three equal installments on the first, second and third anniversary of the grant date, subject to the Reporting Person's continued employment.
- Performance-vesting stock options will vest and become exercisable on the later of (1) August 13, 2022 and (2) satisfaction of the stock price performance hurdle, in each case, subject to the Reporting Person's continued employment. The stock price performance hurdle will be satisfied if: (i) the average of the daily closing prices of a share of Common Stock reported on the Nasdaq Global Select Market during any 60 consecutive trading day period concluding on or prior to the fifth anniversary of the grant date; and (ii) the daily closing price during any 40 trading days within such 60 trading day period, is equal to or greater than \$15.00 per share. In the event the price performance hurdle is not satisfied prior to August 13, 2026, the award will be forfeited.
- Performance-vesting stock options will vest and become exercisable on the later of (1) August 13, 2022 and (2) satisfaction of the stock price performance hurdle, in each case, subject to the Reporting Person's continued employment. The stock price performance hurdle will be satisfied if: (i) the average of the daily closing prices of a share of Common Stock reported on the Nasdaq Global Select Market during any 60 consecutive trading day period concluding on or prior to the fifth anniversary of the grant date; and (ii) the daily closing price during any 40 trading days within such 60 trading day period, is equal to or greater than \$17.50 per share. In the event the price performance hurdle is not satisfied prior to August 13, 2026, the award will be forfeited.
- Performance-vesting stock options will vest and become exercisable on the later of (1) August 13, 2022 and (2) satisfaction of the stock price performance hurdle, in each case, subject to the Reporting Person's continued employment. The stock price performance hurdle will be satisfied if: (i) the average of the daily closing prices of a share of Common Stock reported on the Nasdaq Global Select Market during any 60 consecutive trading day period concluding on or prior to the fifth anniversary of the grant date; and (ii) the daily closing price during any 40 trading days within such 60 trading day period, is equal to or greater than \$20.00 per share. In the event the price performance hurdle is not satisfied prior to August 13, 2026, the award will be forfeited.
- Performance-vesting stock options will vest and become exercisable on the later of (1) August 13, 2023 and (2) satisfaction of the stock price performance hurdle, in each case, subject to the Reporting Person's continued employment. The stock price performance hurdle will be satisfied if: (i) the average of the daily closing prices of a share of Common Stock reported on the Nasdaq Global Select Market during any 60 consecutive trading day period concluding on or prior to the fifth anniversary of the grant date; and (ii) the daily closing price during any 40 trading days within such 60 trading day period, is equal to or greater than \$22.50 per share. In the event the price performance hurdle is not satisfied prior to August 13, 2026, the award will be forfeited.
- Performance-vesting stock options will vest and become exercisable on the later of (1) August 13, 2023 and (2) satisfaction of the stock price performance hurdle, in each case, subject to the Reporting Person's continued employment. The stock price performance hurdle will be satisfied if: (i) the average of the daily closing prices of a share of Common Stock reported on the Nasdaq Global Select Market during any 60 consecutive trading day period concluding on or prior to the fifth anniversary of the grant date; and (ii) the daily closing price during any 40 trading days within such 60 trading day period, is equal to or greater than \$25.00 per share. In the event the price performance hurdle is not satisfied prior to August 13, 2026, the award will be forfeited.
- Performance-vesting stock options will vest and become exercisable on the later of (1) August 13, 2023 and (2) satisfaction of the stock price performance hurdle, in each case, subject to the Reporting Person's continued employment. The stock price performance hurdle will be satisfied if: (i) the average of the daily closing prices of a share of Common Stock reported on the Nasdaq Global Select Market during any 60 consecutive trading day period concluding on or prior to the fifth anniversary of the grant date; and (ii) the daily closing price during any 40 trading days within such 60 trading day period, is equal to or greater than \$27.50 per share. In the event the price performance hurdle is not satisfied prior to August 13, 2026, the award will be forfeited.
- Performance-vesting stock options will vest and become exercisable on the later of (1) August 13, 2023 and (2) satisfaction of the stock price performance hurdle, in each case, subject to the Reporting Person's continued employment. The stock price performance hurdle will be satisfied if: (i) the average of the daily closing prices of a share of Common Stock reported on the Nasdaq Global Select Market during any 60 consecutive trading day period concluding on or prior to the fifth anniversary of the grant date; and (ii) the daily closing price during any 40 trading days within such 60 trading day period, is equal to or greater than \$30.00 per share. In the event the price performance hurdle is not satisfied prior to August 13, 2026, the award will be forfeited.
- Performance-vesting stock options will vest and become exercisable on the later of (1) August 13, 2024 and (2) satisfaction of the stock price performance hurdle, in each case, subject to the Reporting Person's continued employment. The stock price performance hurdle will be satisfied if: (i) the average of the daily closing prices of a share of Common Stock reported on the Nasdaq Global Select Market during any 60 consecutive trading day period concluding on or prior to the fifth anniversary of the grant date; and (ii) the daily closing price during any 40 trading days within such 60 trading day period, is equal to or greater than \$32.50 per share. In the event the price performance hurdle is not satisfied prior to August 13, 2026, the award will be forfeited.
- Performance-vesting stock options will vest and become exercisable on the later of (1) August 13, 2024 and (2) satisfaction of the stock price performance hurdle, in each case, subject to the Reporting Person's continued employment. The stock price performance hurdle will be satisfied if: (i) the average of the daily closing prices of a share of Common Stock reported on the Nasdaq Global Select Market during any 60 consecutive trading day period concluding on or prior to the fifth anniversary of the grant date; and (ii) the daily closing price during any 40 trading days within such 60 trading day period, is equal to or greater than \$35.00 per share. In the event the price performance hurdle is not satisfied prior to August 13, 2026, the award will be forfeited.
- Performance-vesting stock options will vest and become exercisable on the later of (1) August 13, 2024 and (2) satisfaction of the stock price performance hurdle, in each case, subject to the Reporting Person's continued employment. The stock price performance hurdle will be satisfied if: (i) the average of the daily closing prices of a share of Common Stock reported on the Nasdaq Global Select Market during any 60 consecutive trading day period concluding on or prior to the fifth anniversary of the grant date; and (ii) the daily closing price during any 40 trading days within such 60 trading day period, is equal to or greater than \$37.50 per share. In the event the price performance hurdle is not satisfied prior to August 13, 2026, the award will be forfeited.
- Performance-vesting stock options will vest and become exercisable on the later of (1) August 13, 2024 and (2) satisfaction of the stock price performance hurdle, in each case, subject to the Reporting Person's continued employment. The stock price performance hurdle will be satisfied if: (i) the average of the daily closing prices of a share of Common Stock reported on the Nasdaq Global Select Market during any 60 consecutive trading day period concluding on or prior to the fifth anniversary of the grant date; and (ii) the daily closing price during any 40 trading days within such 60 trading day period, is equal to or greater than \$40.00 per share. In the event the price performance hurdle is not satisfied prior to August 13, 2026, the award will be forfeited.

Remarks:

/s/ Christie J. Miller, Attorney- 08/13/2021
in-fact for Reporting Person

** 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.