# FORM 4

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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

Check this box to indicate that a 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

# **STATEMENT**

Filed pu

OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	3235-0287		
OF OTHER DESIGNATION AND ADDRESS OF THE PROPERTY OF THE PROPER	Estimated average burden			
ursuant to Section 16(a) of the Securities Exchange Act of 1934	hours per response:	0.5		
or Section 30(h) of the Investment Company Act of 1940				

Rule 1	000 1(0). 000 1																		
Name and Address of Reporting Person*     Ferrero Justin				Issuer Name and Ticker or Trading Symbol Sharecare, Inc. [ SHCR ]      Date of Earliest Transaction (Month/Day/Year)     10/22/2024									ationship of I k all applicat Director Officer (g	ole)	Perso	10% Ow Other (s	ner		
(Last) (First) (Middle) C/O SHARECARE, INC. 255 E. PACES FERRY RD. NE, SUITE 700												"	below) President, CFO						
(Street) ATLANTA GA 30305					4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line)     Form filed by One Reporting Person     Form filed by More than One Reporting Person					
(City)	3)	State)	(Zip)																
1. Title of	Security (Ins		Гable I - Noi	2. Transa Date (Month/E	action	2A. Exe	Deemed	3. Transac Code (Ir	tion	4. Securi	ties Acqu	ired (A	or	5. Amount Securities Beneficiall Owned Fol	у	Form:	Direct I Indirect I str. 4)	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A (D	) or )	Price	Reported Transactio (Instr. 3 an				(Instr. 4)	
Common	Stock			10/22	/2024			D		1,922,	947	D	(1)	0			D		
Common	Common Stock			10/22/2024				D	D		59,756 D		(1)	0		I		By Arnold Media Group, LLC <sup>(2)</sup>	
			Table II -	Deriva (e.g., p	tive Se	ecur alls,	ities Acc	uired, Di s, option	spo s, c	osed of onverti	, or Be ble sed	nefic curiti	ially O	wned					
1. Title of Derivative Security (Instr. 3)	2.	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date if any (Month/Day/Yea					6. Date Exercisal Expiration Date (Month/Day/Year			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)								
	Conversion or Exercise Price of Derivative Security	Date	Execution Dat if any	Cod	saction e (Instr.	Der Sec Acq or D (D)	lumber of ivative curities puired (A) Disposed of (Instr. 3, 4	Expiration	Date		Securiti Derivati	es Und ve Secu	erlying	8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitie Benefici Owned Followin Reporte	ve es ially ng	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownershi (Instr. 4)	
	or Exercise Price of Derivative	Date	Execution Dat if any	e, Tran Cod	e (Instr.	Der Sec Acq or D	ivative curities juired (A) Disposed of (Instr. 3, 4	Expiration	Date /Yea		Securiti Derivati	es Underve Seculard 4)	erlying urity ount or ober of	Derivative Security	derivativ Securitie Benefici Owned	ve es ially ng d tion(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownershi (Instr. 4)	
	or Exercise Price of Derivative	Date	Execution Dat if any	e, Tran Cod ear) 8)	e (Instr.	Der Sec Acq or E (D) and	ivative curities juired (A) Disposed of (Instr. 3, 4	Expiration (Month/Day	Date /Yea	r) xpiration	Securiti Derivati (Instr. 3	Ame Nun Sha	erlying urity ount or ober of	Derivative Security	derivative Securitie Benefici Owned Followin Reported Transact	ve es ially ng d tion(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownershi (Instr. 4)	
Restricted Stock Units Stock Option (right to	or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Dat if any	e, Tran Cod 8)	e (Instr.	Der Sec Acq or E (D) and	ivative urities urited (A) Disposed of (Instr. 3, 4 5)	Expiration (Month/Day	Date /Year	xpiration ate	Securition Derivation (Instr. 3)  Title	Ame Nun Sha	erlying urity ount or ober of res	Derivative Security (Instr. 5)	derivativ Securitie Benefici Owned Followin Reporter Transact (Instr. 4)	ve es es allly ng d tion(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownershi (Instr. 4)	
Restricted Stock Units Stock Option (right to buy)	or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Dat if any	cod D	e (Instr.	Der Sec Acq or E (D) and	ivative urities urities upined (A) bisposed of (Instr. 3, 4 5) (D) 4,038,413	Expiration (Month/Day  Date Exercisable	Date E. D.	xpiration ate	Securition Derivative (Instr. 3)  Title  Common Stock	Ame Nun Sha	ount or other of res 38,413	Derivative Security (Instr. 5)	derivativ Securitie Benefici Owned Followin Reporter Transact (Instr. 4)	ve es ially ng d tition(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownershi (Instr. 4)	
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Restricted Stock Units Stock Units Stock Option (right to buy)	or Exercise Price of Derivative Security  (3) \$1.05	Date (Month/Day/Year) 10/22/2024 10/22/2024 10/22/2024	Execution Dat if any	Cod D	e (Instr.	Der Sec Acq or E (D) and	ivative uurities uurities uurities uurities uurities uurities uurities (A) lisposed of (Instr. 3, 4 5)  (D)  4,038,413  1,639,802	Expiration (Month/Day  Date Exercisable  (3)  (4)	Date //Year	xpiration ate (3) (2/25/2025 0/26/2030	Securiti Derivati (Instr. 3  Title  Common Stock  Common Stock  Common C	Am Num Sha	ount or other of ress 38,413 39,802	\$0 <sup>(4)</sup>	derivativ Securitie Benefici Owned Followin Reporter Transact (Instr. 4)	ve ses alally ng d d tition(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	By JL Ferrero Enterprise LLLP(2)  By JL Ferrero Enterprise LLLP(2)	
Restricted Stock Units Stock Option (right to buy)	or Exercise Price of Derivative Security  (3) \$1.05	Date (Month/Day/Year)  10/22/2024  10/22/2024  10/22/2024	Execution Dat if any	Cod D D D	e (Instr.	Der Sec Acq or E (D) and	ivative uurities uurities luired (A) lisposed of (Instr. 3, 4 5) (D) 4,038,413 1,639,802 4,309,411	Expiration (Month/Day  Date Exercisable  (3)  (4)  (4)	Date //Year	xpiration ate (3) (2/25/2025 0/26/2030 3/29/2028	Securiti Derivati (Instr. 3  Title  Common Stock  Common Stock  Common Stock  Common Stock  Common Stock	Ammundary Shall 1,60	ount or other of res 38,413 39,802 09,411 39,794	\$0 <sup>(4)</sup> \$0 <sup>(4)</sup>	derivativ Securitie Benefici Owned Followin Reporter Transact (Instr. 4)	ve sees lally gd d dtion(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	By JL Ferrero Enterprise LLLP <sup>(2)</sup>	

### **Explanation of Responses:**

<sup>1.</sup> 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.

<sup>2.</sup> Reporting Person is the beneficial owner and has sole voting and investment power over the securities reported herein held by this entity.

<sup>3.</sup> 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.

4. 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"). In addition, each Company Option (whether vested or unvested and for which the exercise price per Share is equal to or greater than the Merger Consideration) was automatically cancelled at the Effective Time without payment of consideration.

### Remarks:

/s/ Christie J. Miller, Attorneyin-Fact for Reporting Person

10/24/2024

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.