

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 Sharecare 2019 Notes 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)	6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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		J ⁽¹⁾ (2)		1,408,834	D	(1)(2)(3)	0	D	
Common Stock	10/22/2024		J ⁽¹⁾ (2)		1,835,931	D	(1)(2)(4)	0	D	
Common Stock	10/22/2024		J ⁽¹⁾ (2)		467,217	D	(1)(2)(5)	0	D	
Common Stock	10/22/2024		J ⁽¹⁾ (2)		431,454	D	(1)(2)(6)	0	D	
Common Stock	10/22/2024		J ⁽¹⁾ (2)		69,544	D	(1)(2)(7)	0	D	
Common Stock	10/22/2024		J ⁽¹⁾ (2)		3,341,963	D	(1)(2)(8)	0	D	
Common Stock	10/22/2024		J ⁽¹⁾ (2)		165,241	D	(1)(2)(9)	0	D	
Common Stock	10/22/2024		J ⁽¹⁾ (2)		4,733,133	D	(1)(2)(10)	0	D	
Common Stock	10/22/2024		J ⁽¹⁾ (2)		1,647,665	D	(1)(2)(11)	0	D	
Common Stock	10/22/2024		J ⁽¹⁾ (2)		487,020	D	(1)(2)(12)	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)					

1. Name and Address of Reporting Person* <u>Claritas Sharecare 2019 Notes LLC</u> (Last) (First) (Middle) C/O CLARITAS CAPITAL 30 BURTON HILLS BLVD, SUITE 500 (Street) NASHVILLE TN 37215 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[Claritas Opportunity Fund V, L.P.](#)

(Last) (First) (Middle)

30 BURTON HILLS BOULEVARD
SUITE 500

(Street)

NASHVILLE TN 37215

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Claritas SC Bactes Partners, LLC](#)

(Last) (First) (Middle)

30 BURTON HILLS BOULEVARD
SUITE 500

(Street)

NASHVILLE TN 37215

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Claritas SC Partners, LLC](#)

(Last) (First) (Middle)

30 BURTON HILLS BOULEVARD
SUITE 500

(Street)

NASHVILLE TN 37215

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Claritas Sharecare F3 LLC](#)

(Last) (First) (Middle)

30 BURTON HILLS BOULEVARD
SUITE 500

(Street)

NASHVILLE TN 37215

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Claritas Sharecare CS Partners, LLC](#)

(Last) (First) (Middle)

30 BURTON HILLS BOULEVARD
SUITE 500

(Street)

NASHVILLE TN 37215

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Claritas Frist Partners, LLC](#)

(Last) (First) (Middle)

30 BURTON HILLS BOULEVARD
SUITE 500

(Street)

NASHVILLE TN 37215

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Claritas Sharp Partners, LLC		
(Last)	(First)	(Middle)
30 BURTON HILLS BOULEVARD		
SUITE 500		
(Street)		
NASHVILLE	TN	37215
(City)		
(State)	(Zip)	
1. Name and Address of Reporting Person*		
Claritas Sharecare Partners LLC		
(Last)	(First)	(Middle)
30 BURTON HILLS BOULEVARD		
SUITE 500		
(Street)		
NASHVILLE	TN	37215
(City)		
(State)	(Zip)	

Explanation of Responses:

- 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)
- 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.
- These shares are owned directly by Claritas Sharecare 2019 Notes LLC.
- These shares are owned directly by Claritas Opportunity Fund V, LP.
- These shares are owned directly by Claritas SC Bactes Partners, LLC
- These shares are owned directly by Claritas SC Partners, LLC.
- These shares are owned directly by Claritas Sharecare F3 LLC.
- These shares are owned directly by Claritas Sharecare-CS Partners, LLC
- These shares are owned directly by managed account.
- These shares are owned directly by Claritas Frist Partners, LLC.
- These shares are owned directly by Claritas Sharp Partners, LLC.
- These shares are owned directly by Claritas Sharecare Partners, LLC.

Remarks:

This Form 4 is the second 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 all of the direct beneficial owners of Common Stock listed in footnotes (3) through (12) (collectively, the "Claritas Entities"), through his control of the entities that manage the Claritas Entities (the "Managing Entities"). Each Managing Entity and the Claritas Entity or Entities it manages are identified below. Each Claritas Entity disclaims beneficial ownership of Common Stock held by the other Claritas Entities. Claritas Capital, LLC Claritas Sharp Partners, LLC Claritas Sharecare F3 LLC Managed Account CC Partners IV, LLC Claritas Frist Partners, LLC CC SLP IV, GP Claritas Sharecare-CS Partners, LLC CC SLP V, GP Claritas Sharecare 2019 Notes, LLC Claritas SCB SLP, GP Claritas SC Bactes Partners, LLC CC Partners V, LLC Claritas Opportunity Fund V, LP Claritas SC-SLP GP Claritas SC Partners, LLC Claritas Capital EGF - IV Partners, LLC Claritas Sharecare Partners, LLC

/s/ J. Chadwick, Mng 10/24/2024
Mem/GP of GP/Mng Mem

** 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.