

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): June 29, 2021

**FALCON CAPITAL ACQUISITION CORP.**  
(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-39535**

(Commission  
File Number)

**85-1365053**

(IRS Employer  
Identification No.)

**660 Madison Avenue, 12th Floor**  
**New York, NY 10065**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(212) 812-7702**

**Not Applicable**

(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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Units, each consisting of one share of Class A common stock and one-third of one redeemable warrant	FCACU	The Nasdaq Stock Market LLC
Class A common stock, par value \$0.0001 per share	FCAC	The Nasdaq Stock Market LLC
Redeemable warrants, each whole warrant exercisable for one share of Class A common stock, each at an exercise price of \$11.50 per share	FCACW	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 5.07. Submission of Matters to a Vote of Security Holders.**

On June 29, 2021, Falcon Capital Acquisition Corp., a Delaware corporation (“FCAC” or the “Company”), held a special meeting of stockholders (the “Special Meeting”). At the Special Meeting, a total of 32,952,806 (76.41%) of FCAC’s issued and outstanding shares of common stock held of record as of May 10, 2021, the record date for the Special Meeting, were present either in person or by proxy, which constituted a quorum. FCAC’s stockholders voted on the following proposals at the Special Meeting, each of which was approved. The final vote tabulation for each proposal is set forth below.

1. **The Business Combination Proposal** – To approve the agreement and plan of merger, dated as of February 12, 2021 (as may be amended and/or restated from time to time, the “Merger Agreement”), by and among FCAC; FCAC Merger Sub Inc., a Delaware corporation and a wholly-owned subsidiary of FCAC (“Merger Sub”); Sharecare, Inc., a Delaware corporation (“Sharecare”); and Colin Daniel, solely in his capacity as representative of the stockholders of Sharecare, and the transactions contemplated thereby, pursuant to which Merger Sub will merge with and into Sharecare with Sharecare surviving the merger as a wholly owned subsidiary of FCAC (the transactions contemplated by the Merger Agreement, the “Business Combination”). In addition, in connection with the consummation of the Business Combination, FCAC will be renamed “Sharecare, Inc.” and is referred to as “New Sharecare” as of the time following such change of name:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
32,080,366	866,108	6,332

2. **The Charter Proposal** – To approve, assuming the Business Combination Proposal is approved and adopted, the proposed fourth amended and restated certificate of incorporation of FCAC, which includes a certificate of designations for the Series A Preferred Stock (“Series A Preferred Stock”) (the “Proposed Charter”), which will replace FCAC’s third amended and restated certificate of incorporation, dated September 21, 2020 (the “Current Charter”) and will be in effect upon the Closing of the Business Combination:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
32,078,346	866,668	7,792

3. **Advisory Charter Proposal** – To approve, on a non-binding advisory basis, the following material difference between the Proposed Charter and the Current Charter, which is being presented in accordance with the requirements of the SEC as a separate sub-proposal:

Under the Proposed Charter, New Sharecare will be authorized to issue 615,000,000 shares of capital stock, consisting of (a) 600,000,000 shares of common stock, par value \$0.0001 per share and (b) 15,000,000 shares of preferred stock, par value \$0.0001 per share, including 5,000,000 shares of New Sharecare Series A Preferred Stock, as opposed to the Current Charter which authorizes FCAC to issue 401,000,000 shares of capital stock, consisting of (y) 400,000,000 shares of common stock, including 380,000,000 shares of Class A common stock, par value \$0.0001 per share, and 20,000,000 shares of Class B common stock, par value \$0.0001 per share, and (z) 1,000,000 shares of preferred stock, par value \$0.0001 per share:

Votes For	Votes Against	Abstentions
31,425,105	894,838	632,863

4. **The Stock Issuance Proposal** – To approve, assuming the Business Combination Proposal and the Charter Proposal are approved and adopted, for the purposes of complying with the applicable listing rules of Nasdaq, the issuance of (i) shares of FCAC Class A common stock and the New Sharecare Series A Preferred Stock pursuant to the terms of the Merger Agreement and (ii) shares of FCAC Class A common stock to certain investors in connection with the Private Placement, plus any additional shares pursuant to subscription agreements we may enter into prior to Closing:

Votes For	Votes Against	Abstentions
32,014,508	921,746	16,552

5. **The Incentive Plan Proposal** – To approve, assuming the Business Combination Proposal, the Charter Proposal and the Stock Issuance Proposal are approved and adopted, the Sharecare, Inc. 2021 Omnibus Incentive Plan (the “Incentive Plan”), including the authorization of the initial share reserve under the Incentive Plan:

Votes For	Votes Against	Abstentions
31,935,113	960,023	57,670

#### Item 7.01 Other Events.

On June 29, 2021, the Company issued a press release announcing the results of the Special Meeting.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1, is furnished and shall not be deemed “filed” for purposes of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filings.

#### Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits.

Exhibit Number	Description
99.1	<a href="#">Press Release, dated June 29, 2021</a>

**SIGNATURES**

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.

**FALCON CAPITAL ACQUISITION CORP.**

By: /s/ Saif Rahman

Name: Saif Rahman

Title: Chief Financial Officer

Date: June 29, 2021

## Falcon Capital Shareholders Approve Business Combination with Sharecare, Inc.

NEW YORK, NY, June 29, 2021 – Falcon Capital Acquisition Corp., a Delaware corporation (the “Company”) (Nasdaq: FCACU, FCAC, FCACW), announced today that the Company’s shareholders have voted to approve all of the proposals related to the proposed business combination (the “Business Combination”) with Sharecare, Inc. (“Sharecare”). The Company’s Board of Directors had previously approved the Business Combination and recommended that its shareholders vote in favor of it and all of the proposals relating to the Business Combination.

More than 97% of the votes cast at the Special Meeting were in favor of the approval of the Business Combination. Falcon shareholders also voted overwhelmingly to approve the other proposals at the Special Meeting.

The additional proposals approved by the Company’s Shareholders include: (i) amend and restate the amended and restated certificate of incorporation of the Company to, among other things, include a certificate of designations for the Series A Preferred Stock, change the Company’s name to Sharecare, Inc. and increase the Company’s authorized number of shares to 615,000,000; (ii) issue certain securities in connection with the Business Combination as required by Nasdaq listing rules; and (iii) approve the Company’s 2021 Omnibus Incentive Plan.

The Business Combination is expected to close on or about Thursday, July 1, 2021. The combined and renamed company expects that its Class A common stock and public warrants will commence trading on the Nasdaq Capital Market under the new trading symbols “SHCR” and “SHCRW”, respectively, starting on or about Friday, July 2, 2021.

### About Falcon Capital Acquisition Corp.

The Company is a blank check company whose business purpose is to effect a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses or entities. The Company’s management team is led by Alan G. Mnuchin, the founder and chief executive officer of Arilium Group. The Company has formed an investment partnership with Eagle Equity Partners, which is a founding investor in the Company’s sponsor. For more information about the Company, please visit [www.falconequityinvestors.com](http://www.falconequityinvestors.com).

### About Sharecare

Sharecare is the leading digital health company that helps people – no matter where they are in their health journey – unify and manage all their health in one place. Sharecare’s comprehensive and data-driven virtual health platform is designed to help people, providers, employers, health plans, government organizations, and communities optimize individual and population-wide well-being by driving positive behavior change. Driven by the philosophy that we are all together better, Sharecare is committed to supporting each individual through the lens of their personal health and making high-quality care more accessible and affordable for everyone. For more information about Sharecare, please visit [www.sharecare.com](http://www.sharecare.com).

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## Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. The Company’s and Sharecare’s actual results may differ from their expectations, estimates and projections and consequently, you should not rely on these forward looking statements as predictions of future events. Words such as “expect,” “estimate,” “project,” “budget,” “forecast,” “anticipate,” “intend,” “plan,” “may,” “will,” “could,” “should,” “believes,” “predicts,” “potential,” “continue,” and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, the Company’s and Sharecare’s expectations with respect to future performance and anticipated financial impacts of the Business Combination, the satisfaction of the closing conditions to the Business Combination and the timing of the completion of the Business Combination. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Most of these factors are outside the Company’s and Sharecare’s control and are difficult to predict. Factors that may cause such differences include, but are not limited to: (1) the outcome of any legal proceedings that were instituted against the Company and Sharecare following the announcement of the Merger Agreement and the transactions contemplated therein and that may be instituted in the future; (2) the inability to complete the Business Combination, including due to conditions to closing in the Merger Agreement; (3) the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement or could otherwise cause the transactions contemplated therein to fail to close; (4) the inability to obtain or maintain the listing of New Sharecare’s common stock on Nasdaq following the Business Combination; (5) the risk that the Business Combination disrupts current plans and operations as a result of the consummation of the Business Combination; (6) the ability to recognize the anticipated benefits of the Business Combination, which may be affected by, among other things, competition and the ability of the combined company to grow and manage growth profitably and retain its key employees; (7) the possibility that Sharecare or the combined company may be adversely affected by other economic, business, and/or competitive factors; (8) New Sharecare’s ability to raise financing in the future and to comply with restrictive covenants related to long-term indebtedness; (9) the impact of COVID-19 on Sharecare’s business and/or the ability of the parties to complete the Business Combination; and (10) other risks and uncertainties indicated in the proxy statement/prospectus relating to the Business Combination, including those under “Risk Factors”, and in the Company’s other filings with the SEC. The Company cautions that the foregoing list of factors is not exclusive. The Company cautions readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. The Company does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based.

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