

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

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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>Ratliff Carrie</u>  (Last) (First) (Middle) <u>C/O SHARECARE, INC.</u> <u>255 E PACES FERRY RD NE SUITE 700</u>  (Street) <u>ATLANTA</u> <u>GA</u> <u>30305</u>  (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)  <u>Chief Legal Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/06/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

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	02/06/2024		M		341,603 <sup>(1)</sup>	A	(1)	486,274	D	
Common Stock	02/06/2024		F		163,134	D	\$1.09	323,140	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				
Restricted Stock Units	(2)	02/06/2024		M			271,966	(2)	(2)	Common Stock	815,900	\$0	543,934	D	
Restricted Stock Units	(3)	02/06/2024		M			69,637	(3)	(3)	Common Stock	208,913	\$0	139,276	D	

Explanation of Responses:

1. Represents the sum of the two derivative security transactions described in Table II (341,603 shares total). See below footnotes for additional descriptions.
2. On 1/25/23, Reporting Person was granted 815,900 Restricted Stock Units ("RSUs"), vesting in three equal installments on the first, second and third anniversaries of 1/25/23. Accordingly, 271,966 vested on 1/25/24 and were settled effective as of 2/6/24 (128,219 of which were withheld by the issuer to cover the required withholding taxes of RSUs). RSUs convert into common stock on a one-for-one basis.
3. On 1/17/22, Reporting Person was granted 278,551 Restricted Stock Units ("RSUs"), vesting in four equal installments on the first, second, third and fourth anniversaries of 1/17/22. Accordingly, 69,637 RSUs vested on 1/17/24 and were settled effective as of 2/6/24 (34,915 of which were withheld by the issuer to cover the required withholding taxes of RSUs). RSUs convert into common stock on a one-for-one basis.

Remarks:

/s/ Christie J. Miller, Attorney-in-Fact for Reporting Person  
Signature of Reporting Person

02/08/2024  
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.