SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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

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

1. Name and Address of Reporting Person [*] Daniel Colin			2. Issuer Name and Ticker or Trading Symbol Sharecare, Inc. [SHCR]		ationship of Reporting Pe (all applicable) Director	10% Owner	
(Last) C/O SHAREO	(Last) (First) (Middle) C/O SHARECARE, INC.		3. Date of Earliest Transaction (Month/Day/Year) 11/15/2023	X	Officer (give title below) Chief Administrat	Other (specify below) tive Officer	
255 E PACES FERRY RD NE SUITE 700		NE SUITE 700	4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	6. Individual or Joint/Group Filing (Check A Line)		
(Street) ATLANTA	GA	30305			Form filed by More the Person	ů.	
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication	·			
			Check this box to indicate that a transaction was made pursuant satisfy the affirmative defense conditions of Rule 10b5-1(c). See			an that is intended to	
		Table I - Non-De	rivative Securities Acquired, Disposed of, or Bene	ficially	Owned		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)					Securities Beneficially	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	11/15/2023		F ⁽¹⁾		8,263	D	\$1.16	158,591	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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	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				

Explanation of Responses:

1. No shares were sold by Reporting Person. As previously reported, on June 6, 2023, Reporting Person was granted 68,360 restricted stock units ("RSUs") in lieu of guaranteed cash base salary (as elected by Reporting Person). The RSUs vest twenty-five percent (25%) each on August 15, 2023, November 15, 2023, February 15, 2024 and May 15, 2024, respectively, provided that Reporting Person is still employed by the Company or an affiliate thereof through the applicable vesting date. The transaction reported on this Form 4 reflects withholding of shares by the Company to cover the withholding taxes due upon vesting of 25% of the RSUs on November 15, 2023.

Remarks:

/s/ Christie J. Miller, Attorney-11/17/2023 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.