

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

1. Name and Address of Reporting Person* <u>Chadwick John Huston</u> <hr/> (Last) (First) (Middle) C/O CLARITAS CAPITAL 30 BURTON HILLS BLVD, SUITE 100 <hr/> (Street) NASHVILLE TN 37215 <hr/> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>AFFILIATE OF 10% OWNER</b>
	3. Date of Earliest Transaction (Month/Day/Year) 06/10/2024	
	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 <input type="checkbox"/> 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	06/10/2024		M		131,034	A	(1)	317,996	D	
Common Stock								791,127 <sup>(2)</sup>	I	By Claritas Capital Fund IV, LP <sup>(3)</sup>
Common Stock								752,913 <sup>(2)</sup>	I	By Claritas Dozoretz Partners, LLC <sup>(3)</sup>
Common Stock								279,151 <sup>(2)</sup>	I	By Claritas Irby, LLC <sup>(3)</sup>
Common Stock								1,860,256 <sup>(2)</sup>	I	By Claritas Opportunity Fund 2013, LP <sup>(3)</sup>
Common Stock								1,339,129 <sup>(2)</sup>	I	By Claritas Cornerstone Fund, LP <sup>(3)</sup>
Common Stock								165,241 <sup>(2)</sup>	I	By managed account <sup>(3)</sup>
Common Stock								791,127 <sup>(2)</sup>	I	By Claritas Opportunity Fund II, LP <sup>(3)</sup>
Common Stock								2,859,596 <sup>(2)</sup>	I	By Claritas Sharecare Notes, LLC <sup>(3)</sup>
Common Stock								8,449,942 <sup>(2)</sup>	I	By Claritas Sharecare CN Partners, LLC <sup>(3)</sup>
Common Stock								3,974,987 <sup>(2)</sup>	I	By Claritas Opportunity Fund IV, LP <sup>(3)</sup>
Common Stock								467,217 <sup>(2)</sup>	I	By Claritas SC Bactes Partners, LLC <sup>(3)</sup>

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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								1,052,904 <sup>(2)</sup>	I	By Claritas Sharecare 2018 Notes, LLC <sup>(3)</sup>
Common Stock								431,454 <sup>(2)</sup>	I	By Claritas SC Partners, LLC <sup>(3)</sup>
Common Stock								69,544 <sup>(2)</sup>	I	By Claritas Sharecare F3 LLC <sup>(3)</sup>
Common Stock								3,341,963 <sup>(2)</sup>	I	By Claritas Sharecare-CS Partners, LLC <sup>(3)</sup>
Common Stock								1,835,931 <sup>(2)</sup>	I	By Claritas Opportunity Fund V, LP <sup>(3)</sup>
Common Stock								1,408,834 <sup>(2)</sup>	I	By Claritas Sharecare 2019 Notes LLC <sup>(3)</sup>

**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	(1)	06/10/2024		M			131,034	(4)	(4)	Common Stock	131,034	\$0	0	D	

**Explanation of Responses:**

- Filed to report vesting and settlement of Restricted Stock Units ("RSUs"). RSUs converted into common stock on a one-for-one basis.
- Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- This entity is a direct beneficial owner of the Common Stock reported on this Form 4. See Exhibit 99.1 below for information regarding the nature of Mr. Chadwick's indirect ownership of the Common Stock reported in Table I.
- On May 17, 2023, Reporting Person was granted 131,034 RSUs, which vest on the earlier of (i) the 2024 annual meeting of the Company's stockholders and (ii) May 17, 2024, subject to Reporting Person's continued service as a director of the Company. Accordingly, the RSUs vested on May 17, 2024 and were settled on June 10, 2024.

**Remarks:**

Exhibit 99.1 Mr. Chadwick has an indirect pecuniary interest in all of the securities held by the direct beneficial owners of Common Stock listed in Column 4 of Table I of this Form 3 (the "Claritas Entities"), through his ownership of interests in the entities that manage the Claritas Entities (the "Managing Entities"). Each Managing Entity and the Claritas Entity or Entities it manages are identified below. Claritas Capital SLP - V, GP Claritas Sharecare CN Partners, LLC Claritas Irby, LLC Claritas Dozoretz Partners, LLC CC Partners IV, LLC Claritas Opportunity Fund IV, L.P. Claritas Cornerstone Fund, LP CC SLP IV, GP Claritas Sharecare-CS Partners, LLC Claritas Capital, LLC Claritas Sharecare F3 LLC Managed Account CC SLP V, GP Claritas Sharecare 2018 Notes, LLC Claritas Sharecare Notes, LLC Claritas Sharecare 2019 Notes, LLC Claritas SCB SLP, GP Claritas SC Bactes Partners, LLC CC Partners V, LLC Claritas Opportunity Fund V, LP Claritas Capital EGF - V Partners, LLC Claritas Opportunity Fund 2013, LP Claritas Capital EGF - IV Partners, LLC Claritas Capital Fund IV, LP Claritas SC-SLP GP Claritas SC Partners, LLC Claritas Opportunity Fund Partners II, LLC Claritas Opportunity Fund II, LP Claritas Capital Management Services, Inc. is a corporation; Mr. Chadwick is a director and president.

/s/ Christie J. Miller, Attorney-  
in-Fact for Reporting Person      06/12/2024

\*\* 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.

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