

**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): **March 14, 2023**

SHARECARE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39535
(Commission
File Number)

85-1365053
(I.R.S. Employer
Identification No.)

**255 East Paces Ferry Road NE, Suite 700
Atlanta, Georgia 30305**
(Address of principal executive offices)

Registrant's telephone number, including area code: **(404) 671-4000**

N/A

(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	SHCR	The Nasdaq Stock Market LLC
Warrants, each warrant exercisable for one share of common stock, each at an exercise price of \$11.50 per share	SHCRW	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 8.01. Other Events.

As previously disclosed, on February 17, 2023, Sharecare, Inc. (the “Company”) filed a petition in the Court of Chancery of the State of Delaware (the “Chancery Court”) under Section 205 of the Delaware General Corporation Law (“DGCL”) to resolve potential uncertainty with respect to the Company’s certificate of incorporation (the “Charter”) and the Company’s capital structure (captioned *In re Sharecare, Inc.*, C.A. No. 2023-0203-LWW (Del. Ch.), the “Section 205 Action”).

On March 14, 2023, the Chancery Court held a hearing in the Section 205 Action and orally granted the Company’s petition. The Chancery Court issued an order in the Section 205 Action granting the Company’s petition and validating and declaring effective (i) the Charter retroactive to the date of its filing with the Office of the Delaware Secretary of State and (ii) and all securities of the Company issued in reliance on the validity of the Charter (including those issued in connection with and following the Company’s business combination with Falcon Capital Acquisition Corp), each as of the original issuance dates. A copy of the Chancery Court’s order is attached.

Important Notice Regarding Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 that are based on beliefs and assumptions and on information currently available. In some cases, you can identify forward-looking statements by the following words: “outlook,” “target,” “reflect,” “on track,” “foresees,” “future,” “may,” “deliver,” “will,” “shall,” “could,” “would,” “should,” “expect,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “project,” “potential,” “continue,” “ongoing” or the negative of these terms, other comparable terminology (although not all forward-looking statements contain these words), or by discussions of strategy, plans, or intentions. These statements involve risks, uncertainties and other factors that may cause actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements. Although we believe that we have a reasonable basis for each forward-looking statement contained in this Current Report on Form 8-K, we caution you that these statements are based on a combination of facts and factors currently known by us and our projections of the future, about which we cannot be certain.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	Order entered by the Chancery Court on March 14, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

SHARECARE, INC.

Dated: March 15, 2023

By: /s/ Carrie Ratliff

Name: Carrie Ratliff

Title: Chief Legal Officer



GRANTED

EFiled: Mar 14 2023 04:32PM EDT
Transaction ID 69354515 Case No. 2023-0203-LWW

IN THE COURT OF CHANCERY FOR THE STATE OF DELAWARE

IN RE SHARECARE, INC.)
) C.A. No. 2023-0203-LWW
)

[PROPOSED] ORDER UNDER 8 DEL. C. § 205

WHEREAS, on July 1, 2021, Sharecare, Inc. (“Sharecare”) filed its Fourth Amended and Restated Certificate of Incorporation (the “Charter”) with the Delaware Secretary of State;

WHEREAS, from time to time on or after July 1, 2021 through the date of this Order, the Company has issued shares of its capital stock, and other securities convertible into or exercisable for shares of its capital stock, in reliance on the Charter;

WHEREAS, on February 10, 2023, Sharecare filed with this Court a Verified Petition for Relief Under 8 *Del. C.* § 205 (the “Petition”); and

WHEREAS, the Court, having considered the factors in 8 *Del. C.* § 205(d), and for good cause shown,

IT IS HEREBY ORDERED, this day of __, 2023, that, under 8 *Del. C.* § 205:

1. The Charter, including the filing and effectiveness thereof, is hereby validated and declared effective retroactive to the date of its filing with the

Office of the Secretary of State of the State of Delaware on July 1, 2021, and all amendments effected thereby.

2. The Company's securities (and the issuance of the securities) described in the Petition and any other securities issued in reliance on the validity of the Charter are hereby validated and declared effective, each as of the original issuance dates.

Vice Chancellor Lori W. Will

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Lori W. Will

File & Serve Transaction

ID: 69263481

Current Date: Mar 14, 2023

Case Number: 2023-0203-LWW

Case Name: In Re Sharecare, Inc.

Court Authorizer

Comments:

The petition is granted pursuant to Section 205(a) of the Delaware General Corporation Law for the reasons set forth in the court's March 14, 2023 bench ruling. See transcript; see also Opinion Regarding Section 205 Petition, In re Lordstown Motors Corp., 2023-0083-LWW (Del. Ch. Feb. 21, 2023) (setting forth reasoning for granting similar relief in a Section 205 action).

/s/ Judge Lori W. Will