

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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

1. Name and Address of Reporting Person* <u>Mnuchin Alan G.</u> _____ (Last) (First) (Middle) C/O FALCON CAPITAL ACQUISITION CORP. 3 COLUMBUS CIRCLE, 24TH FLOOR _____ (Street) NEW YORK NY 10019 _____ (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) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Class A Common Stock	07/01/2021		C <sup>(1)</sup>		4,643,103	A	(1)	4,643,103	I <sup>(2)</sup>	seefootnote <sup>(2)</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				
Class B Common Stock	(1)(3)	07/01/2021		J <sup>(3)</sup>			1,713,000	(1)	(1)	Class A Common Stock	(1)(3)	(3)	6,852,000	I <sup>(2)</sup>	seefootnote <sup>(2)</sup>
Class B Common Stock	(1)(4)	07/01/2021		D <sup>(4)</sup>			1,284,750	(1)	(1)	Class A Common Stock	(1)(4)	(4)	5,567,250	I <sup>(2)</sup>	seefootnote <sup>(2)</sup>
Class B Common Stock	(1)(5)	07/01/2021		J <sup>(5)</sup>			495,897	(1)	(1)	Class A Common Stock	(1)(5)	(5)	5,071,353	I <sup>(2)</sup>	seefootnote <sup>(2)</sup>
Class B Common Stock	(1)(6)	07/01/2021		G <sup>(6)</sup>			428,250	(1)	(1)	Class A Common Stock	(1)(6)	(6)	4,643,103	I <sup>(2)</sup>	seefootnote <sup>(2)</sup>
Class B Common Stock	(1)	07/01/2021		C <sup>(1)</sup>			4,643,103	(1)	(1)	Class A Common Stock	(1)	(1)	0	I <sup>(2)</sup>	seefootnote <sup>(2)</sup>

1. Name and Address of Reporting Person\*  
Mnuchin Alan G.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 C/O FALCON CAPITAL ACQUISITION CORP.  
 3 COLUMBUS CIRCLE, 24TH FLOOR  
 \_\_\_\_\_  
 (Street)  
 NEW YORK NY 10019  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Falcon Equity Investors LLC  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 660 MADISON AVENUE  
 12TH FLOOR  
 \_\_\_\_\_  
 (Street)  
 NEW YORK NY 10022  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Eagle Falcon JV Co LLC](#)

(Last) (First) (Middle)

660 MADISON AVENUE  
12TH FLOOR

(Street)  
NEW YORK NY 10065

(City) (State) (Zip)

**Explanation of Responses:**

1. In connection with the completion of the Issuer's business combination (the "Business Combination") pursuant to the Agreement and Plan of Merger, dated February 12, 2021 (the "Merger Agreement") by and among Falcon Capital Acquisition Corp. ("FCAC"), Sharecare, Inc. ("Legacy Sharecare"), FCAC Merger Sub Inc. ("Merger Sub"), and Colin Daniel solely in his capacity as representative of the stockholders of Legacy Sharecare (the "Representative"), the shares of Class B Common Stock automatically converted into shares of Class A Common Stock on a one-for-one basis for no additional consideration. As part of the Business Combination, FCAC changed its name to Sharecare, Inc. (the "Issuer") upon closing of the Business Combination on July 1, 2021 (the "Closing").
2. Falcon Equity Investors LLC (the "Sponsor") is the record holder of the securities reported herein. Eagle Falcon JV Co LLC, which is controlled by Mr. Mnuchin, is the managing member of Falcon Equity Investors LLC and has voting and investment discretion with respect to the securities held of record by Falcon Equity Investors LLC. Eagle Falcon JV Co LLC and Mr. Mnuchin each disclaims any beneficial ownership of the securities held by Falcon Equity Investors LLC other than to the extent of any pecuniary interest each may have therein, directly or indirectly.
3. Pursuant to the Merger Agreement and that certain Sponsor Agreement, dated February 12, 2021 (the "Sponsor Agreement"), by and among FCAC, Legacy Sharecare and the Sponsor, immediately prior to the effectiveness of the Business Combination, the Sponsor delivered 1,713,000 shares of Class B Common Stock to an escrow agent to be returned to the Sponsor upon the satisfaction of certain conditions or forfeited to the Issuer for cancellation, in accordance with the terms of the Merger Agreement, the Sponsor Agreement and that certain Earnout Escrow Agreement, dated July 1, 2021, by and among the Issuer, the Representative, the Sponsor and Continental Stock Transfer & Trust Company, as escrow agent.
4. Pursuant to the Sponsor Agreement, immediately prior to the effectiveness of the Business Combination, the reporting persons automatically surrendered 1,284,750 Class B Common Shares to the Issuer for no consideration.
5. Represents certain transactions that were entered into in connection with the Business Combination, immediately prior to the effectiveness of the Business Combination. These were not market transactions and no consideration was received for these transactions.
6. Represents a charitable donation that was made in connection with the Business Combination, immediately prior to the effectiveness of the Business Combination. This was not a market transaction and no consideration was received for the gifted shares.

**Remarks:**

As a result of the Closing, the reporting persons have ceased to beneficially own more than 10% of the outstanding common stock of the Issuer and Falcon Equity Investors LLC and Eagle Falcon JV Co LLC are no longer reporting persons. Mr. Mnuchin remains a director of the Issuer. See Exhibit 99.1 - Joint Filer Information, which is incorporated herein by reference and describes in further detail the relationships of the Reporting Persons to the Issuer.

[/s/ Daniel Nussen, Attorney-in-  
fact for Alan G. Mnuchin](#) [07/06/2021](#)

[/s/ Daniel Nussen, Attorney-in-  
fact for Falcon Equity Investors  
LLC](#) [07/06/2021](#)

[/s/ Daniel Nussen, Attorney-in-  
Fact for Eagle Falcon JV Co  
LLC](#) [07/06/2021](#)

\*\* 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.

Joint Filer Information

Name of Joint Filer: Falcon Equity Investors LLC  
Address of Joint Filer: c/o Falcon Capital Acquisition Corp.  
660 Madison Avenue, 12th Floor  
New York, NY 10065

Relationship of Joint Filer to Issuer: 10% Owner, Director  
Issuer Name and Ticker or Trading Symbol: Sharecare, Inc. [SHCR]  
Date of Event Requiring Statement:  
(Month/Day/Year): 07/01/2021

Name of Joint Filer: Eagle Falcon JV Co LLC  
Address of Joint Filer: c/o Falcon Capital Acquisition Corp.  
660 Madison Avenue, 12th Floor  
New York, NY 10065

Relationship of Joint Filer to Issuer: 10% Owner  
Issuer Name and Ticker or Trading Symbol: Sharecare, Inc. [SHCR]  
Date of Event Requiring Statement:  
(Month/Day/Year): 07/01/2021

Name of Joint Filer: Alan G. Mnuchin  
Address of Joint Filer: c/o Falcon Capital Acquisition Corp.  
3 Columbus Circle, 24th Floor  
New York, NY 10019

Relationship of Joint Filer to Issuer: 10% Owner, Director, Officer  
Issuer Name and Ticker or Trading Symbol: Sharecare, Inc. [SHCR]  
Date of Event Requiring Statement:  
(Month/Day/Year): 07/01/2021

---