

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* <u>Chadwick John Huston</u> (Last) (First) (Middle) C/O CLARITAS CAPITAL 30 BURTON HILLS BLVD, SUITE 100 (Street) NASHVILLE TN 37215 (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) AFFILIATE OF 10% OWNER |
| | 3. Date of Earliest Transaction (Month/Day/Year) 10/22/2024 | |
| 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 | | | |
| Common Stock | 10/22/2024 | | D | | 317,997 | D | (1)(2) | 0 | D | |
| Common Stock | 10/22/2024 | | D | | 791,127 | D | (1)(2)(3) | 0 | I | By Claritas Capital Fund IV, LP ⁽⁴⁾ |
| Common Stock | 10/22/2024 | | D | | 752,913 | D | (1)(2)(3) | 0 | I | By Claritas Dozoretz Partners, LLC ⁽⁴⁾ |
| Common Stock | 10/22/2024 | | D | | 279,151 | D | (1)(2)(3) | 0 | I | By Claritas Irby, LLC ⁽⁴⁾ |
| Common Stock | 10/22/2024 | | D | | 1,860,256 | D | (1)(2)(3) | 0 | I | By Claritas Opportunity Fund 2013, LP ⁽⁴⁾ |
| Common Stock | 10/22/2024 | | D | | 791,127 | D | (1)(2)(3) | 0 | I | By Claritas Opportunity Fund II, LP ⁽⁴⁾ |
| Common Stock | 10/22/2024 | | D | | 8,449,942 | D | (1)(2)(3) | 0 | I | By Claritas Sharecare CN Partners, LLC ⁽⁴⁾ |
| Common Stock | 10/22/2024 | | D | | 3,974,987 | D | (1)(2)(3) | 0 | I | By Claritas Opportunity Fund IV, LP ⁽⁴⁾ |
| Common Stock | 10/22/2024 | | D | | 1,339,129 | D | (1)(2)(3) | 0 | I | By Claritas Cornerstone Fund, LP ⁽⁴⁾ |
| Common Stock | 10/22/2024 | | D | | 1,052,904 | D | (1)(2)(3) | 0 | I | By Claritas Sharecare 2018 Notes, LLC ⁽⁴⁾ |
| Common Stock | 10/22/2024 | | D | | 2,859,596 | D | (1)(2)(3) | 0 | I | By Claritas Sharecare Notes, LLC ⁽⁴⁾ |

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 | 10/22/2024 | | D | | 1,408,834 | D | (1)(2)(3) | 0 | I | By Claritas Sharecare 2019 Notes LLC ⁽⁴⁾ |
| Common Stock | 10/22/2024 | | D | | 1,835,931 | D | (1)(2)(3) | 0 | I | By Claritas Opportunity Fund V, LP ⁽⁴⁾ |
| Common Stock | 10/22/2024 | | D | | 467,217 | D | (1)(2)(3) | 0 | I | By Claritas SC Bactes Partners, LLC ⁽⁴⁾ |
| Common Stock | 10/22/2024 | | D | | 431,454 | D | (1)(2)(3) | 0 | I | By Claritas SC Partners, LLC ⁽⁴⁾ |
| Common Stock | 10/22/2024 | | D | | 69,544 | D | (1)(2)(3) | 0 | I | By Claritas Sharecare F3 LLC ⁽⁴⁾ |
| Common Stock | 10/22/2024 | | D | | 3,341,963 | D | (1)(2)(3) | 0 | I | By Claritas Sharecare-CS Partners, LLC ⁽⁴⁾ |
| Common Stock | 10/22/2024 | | D | | 165,241 | D | (1)(2)(3) | 0 | I | By managed account ⁽⁴⁾⁽⁵⁾ |

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 |
| Stock Option (right to buy) | \$1.05 | 10/22/2024 | | D | | | 35,629 | (6) | 05/06/2026 | Common Stock | 35,629 | \$0 ⁽⁶⁾ | 0 | I | By Claritas Capital Management Services Inc. ⁽⁴⁾ |
| Restricted Stock Units | (7) | 10/22/2024 | | D | | | 76,667 | (7) | (7) | Common Stock | 76,667 | \$0 ⁽⁷⁾ | 0 | D | |

Explanation of Responses:

- Sharecare, Inc. ("Sharecare") entered into the Agreement and Plan of Merger, dated as of June 21, 2024 (the "Merger Agreement"), by and among Sharecare, Impact Acquiror Inc., a Delaware corporation ("Parent") and Impact Merger Sub Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Merger Sub"). Pursuant to the Merger Agreement, Merger Sub merged with and into the Company (the "Merger"), with the Company surviving the Merger as a wholly owned subsidiary of Parent. Pursuant to the Rollover Agreement, dated as of June 25, 2024 (the "Rollover Agreement"), by and among Impact Aggregator LP, a Delaware limited partnership ("Topco LP"), Impact Upper Parent Inc., a Delaware corporation ("Topco Inc.") and each of the Persons listed on the Schedule A attached thereto (each a "Rollover Stockholder" and collectively the "Rollover Stockholders"), (cont'd)
- each share of Sharecare common stock, par value \$0.0001 ("Company Common Stock") reported in this row (the "Rollover Shares") was contributed to an entity formed by Claritas Capital, LLC solely for the purposes of the transaction (the "Aggregator"), in exchange for equity interests of the Aggregator. Pursuant to the Rollover Agreement, immediately prior to the effective time of the Merger (the "Effective Time"), the shares of Company Common Stock contributed to the Aggregator were contributed to Topco Inc. in exchange for shares of common stock of Topco Inc. having an aggregate value equal the product of the number of shares of Company Common Stock contributed by the Aggregator multiplied by the merger consideration of \$1.43 in cash per share of Company Common Stock, without interest.
- 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 the purposes of Section 16 or for any other purpose.
- This entity is a direct beneficial owner of Company Common Stock or Stock Options reported in this Form 4. See Exhibit 99.1 below for more information regarding the nature of Mr. Chadwick's indirect ownership of the Company Common Stock or Stock Options reported in Table I and Table II.
- Shares held in a managed account for which Claritas Capital Management Services, Inc. had voting and investment power.
- Pursuant to the Merger Agreement, each outstanding option to purchase shares of Company Common Stock (a "Company Option") that was vested or vested upon the Effective Time was cancelled and converted into the right to receive an amount in cash (without interest) equal to the product of multiplying (A) the number of shares of Company Common Stock subject to the Company Option immediately prior to the Effective Time by (B) the excess, if any of (x) the Merger Consideration over (y) the exercise price per share of Company Common Stock of such Company Option (the "Option Consideration").
- Pursuant to the Merger Agreement, at the Effective Time, each outstanding restricted stock unit of Reporting Person ("Company RSU Award") was cancelled and converted into the right to receive an amount in cash (without interest) equal to the product of multiplying (A) the number of shares of Company Common Stock subject to the Company RSU Award immediately prior to the Effective Time by (B) the Merger Consideration.

Remarks:

Exhibit 99.1 Mr. Chadwick has an indirect pecuniary interest in all of the securities held by the direct beneficial owners of Company Common Stock listed in Column 7 of Table I and Column 11 of Table II of this Form 4 (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- 10/24/2024
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.