

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).

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>Morris Matthew Shawn</u> (Last) (First) (Middle) <u>PRIVIA HEALTH GROUP, INC.</u> <u>950 N. GLEBE RD., SUITE 700</u> (Street) <u>ARLINGTON VA 22203</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Privia Health Group, Inc. [PRVA]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/02/2026</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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, par value \$0.01 per share	07/02/2026		M ⁽¹⁾		59,037	A	\$2	135,688	D	
Common Stock, par value \$0.01 per share	07/02/2026		S ⁽¹⁾		59,037	D	\$27.33 ⁽²⁾	76,651	D	
Common Stock, par value \$0.01 per share	07/06/2026		M ⁽¹⁾		53,722	A	\$2	130,373	D	
Common Stock, par value \$0.01 per share	07/06/2026		S ⁽¹⁾		53,722	D	\$27.24 ⁽³⁾	68,188 ⁽⁴⁾	D	
Common Stock, par value \$0.01 per share								12,487	I	By Emerald Family, LLC
Common Stock, par value \$0.01 per share								11,998	I	By Trust

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Purchase)	\$2	07/02/2026		M ⁽¹⁾		59,037	(5)	08/27/2033	Common Stock, par value \$0.01 per share	59,037	\$0	3,328,344	D	
Stock Option (Right to Purchase)	\$2	07/06/2026		M ⁽¹⁾		53,722	(5)	08/27/2033	Common Stock, par value \$0.01 per share	53,722	\$0	3,274,622	D	

Explanation of Responses:

1. This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
2. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$26.90 to \$27.53 per share. The reporting person undertakes to provide to Privia Health Group, Inc., any security holder of Privia Health Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
3. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$27.09 to \$27.39 per share. The reporting person undertakes to provide to Privia Health Group, Inc., any security holder of Privia Health Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
4. Reflects the forfeiture of 8,463 unvested restricted stock units granted on May 20, 2026 under the Issuer's 2021 Omnibus Incentive Plan.
5. All of the stock options are fully vested and exercisable.

Remarks:

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.