

OMB APPROVAL	
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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>Mehrotra Parth</u> (Last) (First) (Middle) PRIVIA HEALTH GROUP, INC. 950 N. GLEBE RD., SUITE 700 (Street) ARLINGTON VA 22203 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Privia Health Group, Inc. [PRVA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and COO
	3. Date of Earliest Transaction (Month/Day/Year) 09/19/2022	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	09/19/2022		M		35,073	A	\$2	132,464	D	
Common Stock, par value \$0.01 per share	09/19/2022		M		103,474	A	\$2	235,938	D	
Common Stock, par value \$0.01 per share	09/19/2022		S ⁽¹⁾		75,617	D	\$37.6 ⁽²⁾	160,321	D	
Common Stock, par value \$0.01 per share	09/19/2022		S ⁽¹⁾		60,700	D	\$38.1 ⁽³⁾	99,621	D	
Common Stock, par value \$0.01 per share	09/19/2022		S ⁽¹⁾		2,230	D	\$38.94 ⁽⁴⁾	97,391	D	
Common Stock, par value \$0.01 per share	09/19/2022		M		27,697	A	\$2	27,697	I	By the Parth Mehrotra 2021 Trust
Common Stock, par value \$0.01 per share	09/19/2022		M		80,005	A	\$2	107,702	I	By the Parth Mehrotra 2021 Trust
Common Stock, par value \$0.01 per share	09/19/2022		S ⁽¹⁾		37,442	D	\$37.48 ⁽⁵⁾	70,260	I	By the Parth Mehrotra 2021 Trust
Common Stock, par value \$0.01 per share	09/19/2022		S ⁽¹⁾		67,720	D	\$37.96 ⁽⁶⁾	2,540	I	By the Parth Mehrotra 2021 Trust
Common Stock, par value \$0.01 per share	09/19/2022		S ⁽¹⁾		2,540	D	\$38.89 ⁽⁷⁾	0	I	By the Parth Mehrotra 2021 Trust
Common Stock, par value \$0.01 per share	09/20/2022		M		30,156	A	\$2	127,547	D	
Common Stock, par value \$0.01 per share	09/20/2022		M		35,855	A	\$2	163,402	D	
Common Stock, \$0.01 par value per share	09/20/2022		S ⁽¹⁾		66,011	D	\$37.3 ⁽⁸⁾	97,391	D	
Common Stock, par value \$0.01 per share	09/20/2022		M		39,494	A	\$2	39,494	I	By the Parth Mehrotra 2021 Trust
Common Stock, par value \$0.01 per share	09/20/2022		M		24,211	A	\$2	63,705	I	By the Parth Mehrotra 2021 Trust

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	09/20/2022		s ⁽¹⁾		63,705	D	\$37.31 ⁽⁹⁾	0	I	By the Parth Mehrotra 2021 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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Purchase)	\$2	09/19/2022		M		35,073	(10)	08/27/2033		Common Stock	35,073	\$0	1,310,619	D	
Stock Option (Right to Purchase)	\$2	09/19/2022		M		103,474	(11)	12/04/2034		Common Stock	103,474	\$0	308,432	D	
Stock Option (Right to Purchase)	\$2	09/19/2022		M		27,697	(12)	12/04/2034		Common Stock	27,697	\$0	311,500	I	By the Parth Mehrotra 2021 Trust
Stock Option (Right to Purchase)	\$2	09/19/2022		M		80,005	(12)	09/07/2035		Common Stock	80,005	\$0	24,211	I	By the Parth Mehrotra 2021 Trust
Stock Option (Right to Purchase)	\$2	09/20/2022		M		30,156	(10)	08/27/2033		Common Stock	30,156	\$0	1,280,463	D	
Stock Option (Right to Purchase)	\$2	09/20/2022		M		35,855	(11)	12/04/2034		Common Stock	35,855	\$0	272,577	D	
Stock Option (Right to Purchase)	\$2	09/20/2022		M		39,494	(12)	12/04/2034		Common Stock	39,494	\$0	272,006	I	By the Parth Mehrotra 2021 Trust
Stock Option (Right to Purchase)	\$2	09/20/2022		M		24,211	(12)	09/07/2035		Common Stock	24,211	\$0	0	I	By the Parth Mehrotra 2021 Trust

Explanation of Responses:

- The shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 15, 2022.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$36.82 to \$37.81 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.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$37.82 to \$38.79 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.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$38.82 to \$39.12 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.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$36.78 to \$37.77 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.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$37.78 to \$38.77 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.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$38.79 to \$39.05 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.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$36.89 to \$37.79 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.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$36.90 to \$37.79 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.
- Reflects stock options to purchase shares of common stock of the Issuer under the Plan. Prior to the transactions reported in this Form 4, 1,072,133 of the stock options are fully vested and exercisable. 273,559 of the stock options will vest on October 29, 2022.
- Reflects stock options to purchase shares of common stock of the Issuer under the Plan. Prior to the transactions reported in this Form 4, 252,395 of the stock options are fully vested and exercisable. 113,066 of the stock options will vest on October 29, 2022 and 46,446 of the stock options will vest on December 4, 2022.
- All of the stock options are fully vested and exercisable.

Remarks:

/s/ Thomas Bartrum, as
attorney-in-fact

09/21/2022

** 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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