

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>Morris Matthew Shawn</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)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chief Executive Officer</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 10/13/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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, \$0.01 par value per share	10/13/2022		M		27,343	A	\$2	149,082	D	
Common Stock, \$0.01 par value per share	10/13/2022		S <sup>(1)</sup>		12,900	D	\$34.54 <sup>(2)</sup>	136,182	D	
Common Stock, \$0.01 par value per share	10/13/2022		S <sup>(1)</sup>		14,443	D	\$35.23 <sup>(3)</sup>	121,739	D	
Common Stock, \$0.01 par value per share	10/14/2022		M		23,437	A	\$2	145,176	D	
Common Stock, \$0.01 par value per share	10/14/2022		S <sup>(1)</sup>		15,787	D	\$33.45 <sup>(4)</sup>	129,389	D	
Common Stock, \$0.01 par value per share	10/14/2022		S <sup>(1)</sup>		7,650	D	\$34.25 <sup>(5)</sup>	121,739	D	

**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 Purchase)	\$2	10/13/2022		M			27,343	(6)	08/27/2033	Common Stock	27,343	\$0	4,569,402	D	
Stock Option (Right to Purchase)	\$2	10/14/2022		M			23,437	(6)	08/27/2033	Common Stock	23,437	\$0	4,545,965	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 31, 2022.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$34.02 to \$35.01 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 \$35.02 to \$35.47 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 \$32.88 to \$33.87 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 \$33.88 to \$34.73 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, 3,761,377 of the stock options were fully vested and exercisable. 890,090 of the stock options vest on October 29, 2022.

**Remarks:**

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

10/17/2022

\*\* 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.

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.

