

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Form 3 Holdings Reported.

Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2021	
	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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Purchase)	\$2	09/24/2021		G ⁽¹⁾		339,197	(2)	12/04/2034	Common Stock	339,197	\$0	411,906 ⁽³⁾	D	
Stock Option (Right to Purchase)	\$2	09/24/2021		G ⁽¹⁾		104,216	(2)	09/07/2035	Common Stock	104,216	\$0	69,478 ⁽⁴⁾	D	
Stock Option (Right to Purchase)	\$2	09/24/2021		G ⁽¹⁾	339,197		(2)	12/04/2034	Common Stock	339,197	\$0	339,197	I	By the Parth Mehrotra 2021 Trust
Stock Option (Right to Purchase)	\$2	09/24/2021		G ⁽¹⁾	104,216		(2)	09/07/2035	Common Stock	104,216	\$0	104,216	I	By the Parth Mehrotra 2021 Trust

Explanation of Responses:

- On September 24, 2021, the reporting person transferred options to purchase shares of the Issuer's common stock to a trust of which the spouse of the reporting person is trustee. The reporting person's spouse and children are the sole beneficiaries of the trust.
- All of the transferred stock options are fully vested and exercisable.
- 139,330 of the stock options are fully vested and exercisable. 46,445 of the stock options will vest and become exercisable on December 4, 2022, 113,065 of the stock options will vest and become exercisable on the 12 month anniversary of the Issuer's initial public offering and 113,067 of the stock options will vest and become exercisable on the 18 month anniversary of the Issuer's initial public offering.
- 34,739 of the stock options will vest and become exercisable on the 12 month anniversary of the Issuer's initial public offering and 34,739 of the stock options will vest and become exercisable on the 18 month anniversary of the Issuer's initial public offering.

Remarks:

/s/ Thomas Bartrum, attorney-in-fact 02/11/2022

** 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.