

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>Mountcastle David</u>			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 _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>EVP & Chief Financial Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/21/2022</u>			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		
PRIVIA HEALTH GROUP, INC. 950 N. GLEBE RD., SUITE 700			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ARLINGTON VA 22203</u>								
(City) (State) (Zip)								

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	11/21/2022		M		55,867	A	\$2	147,238	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	11/21/2022		M		25,519		(1)	08/27/2028	Common Stock	25,519	\$2	25,518	D	
Stock Option (Right to Purchase)	\$2	11/21/2022		M		6,438		(2)	12/03/2029	Common Stock	6,438	\$2	8,931	D	
Stock Option (Right to Purchase)	\$2	11/21/2022		M		6,666		(3)	09/07/2030	Common Stock	6,666	\$2	10,833	D	
Stock Option (Right to Purchase)	\$2	11/21/2022		M		17,244		(1)	03/20/2029	Common Stock	17,244	\$2	17,244	D	

Explanation of Responses:

- All of the stock options are fully vested and exercisable.
- Reflects stock options to purchase shares of common stock of the Issuer under the Plan. Prior to the transactions reported on this Form 4, 12,876 of the stock options are fully vested and exercisable. 2,493 of the stock options will vest December 4, 2022.
- Reflects stock options to purchase shares of common stock of the Issuer under the Plan. Prior to the transactions reported on this Form 4, 13,333 of the stock options are fully vested and exercisable. 4,166 of the stock options will vest on September 8, 2023.

Remarks:

/s/ Thomas Bartrum, as attorney-in fact 11/22/2022

** 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.