

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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).

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>GOLDMAN SACHS GROUP INC</u> (Last) (First) (Middle) 200 WEST STREET (Street) NEW YORK NY 10282 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 11/21/2022 | |

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 | 11/21/2022 | | S | | 3,186,888 | D | \$22.56 | 24,826,071 | I(1)(2)(3)(4)(5) | See footnotes |

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 | | | | | |

1. Name and Address of Reporting Person*
GOLDMAN SACHS GROUP INC
 (Last) (First) (Middle)
 200 WEST STREET
 (Street)
 NEW YORK NY 10282
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GOLDMAN SACHS & CO. LLC
 (Last) (First) (Middle)
 200 WEST STREET
 (Street)
 NEW YORK NY 10282
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Broad Street Principal Investments, L.L.C.
 (Last) (First) (Middle)
 200 WEST STREET
 (Street)
 NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Bridge Street 2013 Holdings, L.P.](#)

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Bridge Street 2013 Offshore, L.P.](#)

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282-2198

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Bridge Street 2013, L.P.](#)

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282-2198

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Bridge Street Opportunity Advisors, L.L.C.](#)

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MBD 2013 Holdings, L.P.](#)

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MBD 2013 Offshore, L.P.](#)

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK NY 10282-2198

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MBD 2013, L.P.](#)

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK

NY

10282-2198

(City)

(State)

(Zip)

Explanation of Responses:

1. This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman Sachs & Co. LLC ("Goldman Sachs"), MBD 2013, L.P. ("MBD Onshore"), MBD 2013 Offshore, L.P. ("MBD Offshore"), MBD 2013 Holdings, L.P. ("MBD Holdings"), Broad Street Principal Investments, L.L.C. ("Broad Street"), Bridge Street 2013, L.P. ("Bridge Street Onshore"), Bridge Street 2013 Offshore, L.P. ("Bridge Street Offshore"), Bridge Street 2013 Holdings, L.P. ("Bridge Street Holdings" and, together with MBD Onshore, MBD Offshore, MBD Holdings, Broad Street, Bridge Street Onshore and Bridge Street Offshore, the "GS Funds"), MBD Advisors, L.L.C. ("MBD Advisors"), and Bridge Street Opportunity Advisors, L.L.C. ("Bridge Street Advisors" and, together with GS Group, Goldman Sachs, the GS Funds and MBD Advisors, the "Reporting Persons").
2. Pursuant to an underwriting agreement, dated November 16, 2022 (the "Underwriting Agreement"), Broad Street, MBD Holdings and Bridge Street Holdings offered and sold an aggregate 3,186,888 shares of Common Stock as set forth in the final prospectus filed by the Issuer on November 18, 2022, which offering was consummated on November 21, 2022 (the "Offering"). The amount above represents the \$23.50 public offering price per share of Common Stock in the Offering less the underwriting discount of \$0.94 per share of Common Stock.
3. As of November 21, 2022, as a result of the Offering, Broad Street owned 21,191,626 shares of Common Stock, MBD Holdings owned 999,460 shares of Common Stock and Bridge Street Holdings owned 2,628,387 shares of Common Stock. Because of the relationships among the Reporting Persons, each of GS Group and Goldman Sachs may be deemed a beneficial owner of all such shares of Common Stock, MBD Advisors, MBD Onshore and MBD Offshore may be deemed a beneficial owner of the shares held by MBD 2013 Holdings and Bridge Street Advisors, Bridge Street Onshore and Bridge Street Offshore may be deemed a beneficial owner of the shares held by Bridge Street Holdings. Affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner, managing member or member of the GS Funds. Each of Goldman Sachs and Broad Street is a subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the GS Funds.
4. The Reporting Persons disclaim beneficial ownership of all shares of Common Stock except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
5. Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

[The Goldman Sachs Group, Inc. /s/ Jamison Yardley, attorney-in-fact](#) [11/22/2022](#)

[Goldman Sachs & Co. LLC /s/ Jamison Yardley, attorney-in-fact](#) [11/22/2022](#)

[Broad Street Principal Investments, L.L.C. /s/ Jamison Yardley, attorney-in-fact](#) [11/22/2022](#)

[Bridge Street 2013 Holdings, L.P. /s/ Jamison Yardley, attorney-in-fact](#) [11/22/2022](#)

[Bridge Street 2013 Offshore, L.P. /s/ Jamison Yardley, attorney-in-fact](#) [11/22/2022](#)

[Bridge Street 2013, L.P. /s/ Jamison Yardley, attorney-in-fact](#) [11/22/2022](#)

[Bridge Street Opportunity Advisors, L. /s/ Jamison Yardley, attorney-in-fact](#) [11/22/2022](#)

[MBD 2013 Holdings, L.P. /s/ Jamison Yardley, attorney-in-fact](#) [11/22/2022](#)

[MBD 2013, L.P. /s/ Jamison Yardley, 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.