
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Privia Health Group, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

(CUSIP Number)

Cory Reno
1316 Adams St., Suite 400
Nashville, TN, 37208
1.615.568.7618

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

09/01/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No.

Name of reporting person

1

Puma Growth Holdings, LLC

Check the appropriate box if a member of a Group (See Instructions)

2

☐ (a)

☐ (b)

3

SEC use only

4	Source of funds (See Instructions)
	AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	☐
6	Citizenship or place of organization
	UNITED STATES
	Sole Voting Power
7	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
8	6,472,513.00
	Sole Dispositive Power
9	0.00
	Shared Dispositive Power
10	6,472,513.00
	Aggregate amount beneficially owned by each reporting person
11	6,472,513.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
	☐
13	Percent of class represented by amount in Row (11)
	5.07 %
14	Type of Reporting Person (See Instructions)
	OO

SCHEDULE 13D

CUSIP No.

1	Name of reporting person
	Rubicon Founders OP GP, LP
	Check the appropriate box if a member of a Group (See Instructions)
2	☐ (a)
	☐ (b)
3	SEC use only
4	Source of funds (See Instructions)
	AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	☐
6	Citizenship or place of organization
	UNITED STATES
Number of Shares Beneficially Owned by	Sole Voting Power
7	0.00
8	Shared Voting Power

Each Reporting Person With:	6,472,513.00
	Sole Dispositive Power
9	0.00
	Shared Dispositive Power
10	6,472,513.00
	Aggregate amount beneficially owned by each reporting person
11	6,472,513.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	5.07 %
	Type of Reporting Person (See Instructions)
14	PN

Comment for Type of Reporting Person: (1) Consists of shares owned by Puma Growth Holdings, LLC, of which Rubicon Founders OP GP, LP is the manager.

SCHEDULE 13D

CUSIP No.

	Name of reporting person
1	Rubicon Founders OP GP 2 LLC
	Check the appropriate box if a member of a Group (See Instructions)
2	☐ (a)
	☐ (b)
3	SEC use only
	Source of funds (See Instructions)
4	AF
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	☐
	Citizenship or place of organization
6	UNITED STATES
	Sole Voting Power
7	0.00
	Shared Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	8 6,472,513.00
	Sole Dispositive Power
9	0.00
	Shared Dispositive Power
10	6,472,513.00
	Aggregate amount beneficially owned by each reporting person
11	6,472,513.00

12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
	☐
13	Percent of class represented by amount in Row (11)
	5.07 %
14	Type of Reporting Person (See Instructions)
	EP, OO

Comment for Type (1) Consists of shares owned by Puma Growth Holdings, LLC. Rubicon Founders OP GP, LP, of which
of Reporting Person: Rubicon Founders OP GP 2, LLC is the general partner, is the manager of Puma Growth Holdings, LLC.

SCHEDULE 13D

CUSIP No.

	Name of reporting person
1	Rubicon Founders LLC
	Check the appropriate box if a member of a Group (See Instructions)
2	☐ (a)
	☐ (b)
3	SEC use only
4	Source of funds (See Instructions)
	AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	☐
6	Citizenship or place of organization
	UNITED STATES
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	
Beneficially	8
Owned by	6,472,513.00
Each	Sole Dispositive Power
Reporting	9
Person	0.00
With:	Shared Dispositive Power
	10
	6,472,513.00
	Aggregate amount beneficially owned by each reporting person
11	6,472,513.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	5.07 %
	Type of Reporting Person (See Instructions)
14	IA

Comment for (1) Consists of shares owned by Puma Growth Holdings, LLC. Rubicon Founders OP GP 2, LLC, of which

Type of Reporting Person:Rubicon Founders LLC is the sole member, is the general partner of Rubicon Founders OP GP, LP, which is the manager of Puma Growth Holdings, LLC.

SCHEDULE 13D

CUSIP No.

1

Name of reporting person

Adam Boehler

Check the appropriate box if a member of a Group (See Instructions)

2

☐ (a)

☐ (b)

3

SEC use only

4

Source of funds (See Instructions)

5

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6

☐

Citizenship or place of organization

7

UNITED STATES

Sole Voting Power

8

0.00

Shared Voting Power

9

6,472,513.00

Sole Dispositive Power

10

0.00

Shared Dispositive Power

11

6,472,513.00

Aggregate amount beneficially owned by each reporting person

12

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13

☐

Percent of class represented by amount in Row (11)

14

5.07 %

Type of Reporting Person (See Instructions)

IN

Comment for Type of Reporting Person:(1) Consists of shares owned by Puma Growth Holdings, LLC. Rubicon Founders LLC, of which Mr. Boehler is the managing member, is the sole member of Rubicon Founders OP GP 2, LLC, which is the general partner of Rubicon Founders OP GP, LP, which is the manager of Puma Growth Holdings, LLC.

SCHEDULE 13D

Item 1. Security and Issuer

- (a) Title of Class of Securities:
Common Stock
Name of Issuer:
- (b) Privia Health Group, Inc.
Address of Issuer's Principal Executive Offices:
- (c) 950 N. Glebe Rd., Suite 700, Arlington, VIRGINIA , 22203.
- Item 2. Identity and Background
- (a) Puma Growth Holdings, LLC, a Delaware limited liability company ("Puma"), Rubicon Founders OP GP, LP, a Delaware limited partnership ("RF OP GP"), Rubicon Founders OP GP 2 LLC, a Delaware limited liability company ("RF OP GP 2"), Rubicon Founders LLC, a Delaware limited liability company ("Rubicon Founders"), and Adam Boehler
- (b) 1316 Adams St., Suite 400, Nashville, TN 37208
- (c) The principal business of each of the Reporting Persons is investment and/or investment management.
- (d) During the five years preceding the date of this filing, none of the Reporting Persons nor, to the best of the Reporting Persons' knowledge, any of the Related Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the five years preceding the date of this filing, none of the Reporting Persons nor, to the best of the Reporting Persons' knowledge, any of the Related Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) The Reporting Persons (other than Mr. Boehler). are organized under the laws of the state of Delaware. Mr. Boehler is a United States citizen.
- Item 3. Source and Amount of Funds or Other Consideration
- The Common Stock reported herein as being beneficially owned by the Reporting Persons was purchased using working capital of the Reporting Persons or their affiliates. An aggregate of approximately \$138,436,812 (excluding brokerage commissions) was used to purchase the Common Stock reported as beneficially owned by the Reporting Persons in this Schedule 13D.
- Item 4. Purpose of Transaction
- The Reporting Persons originally acquired the Common Stock reported herein for investment purposes because they believed such shares represented an attractive investment opportunity. The Reporting Persons intend to review their investments in the Issuer on a continuing basis and in connection with such review communicate with officers and directors of the Issuer or other stockholders or third parties, such as industry analysts, existing or potential strategic partners, investment professionals and other investors.
- Item 5. Interest in Securities of the Issuer
- (a) See rows (11) and (13) of the cover pages to this Schedule 13D for the aggregate number of shares of Common Stock and percentage of the Common Stock beneficially owned by each of the Reporting Persons. The percentages reported in this Schedule 13D were calculated based on a total of 127,734,207 shares of Common Stock issued and outstanding as of July 31, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (the "SEC") on August 6, 2026.
- (b) See rows (7) through (10) of the cover pages to this Schedule 13D for the number of shares of Common Stock as to which each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.
- (c) Type of Transaction Shares of Common Stock Purchased/Sold Price Per Share Date of Purchase
Sell 100,000 \$27.21 07/07/2026
Sell 97,557 \$27.65 07/13/2026
Buy 301,807 \$20.98 08/06/2026
Buy 51,521 \$21.00 08/24/2026
Buy 150,005 \$20.98 08/25/2026
Buy 100,000 \$20.90 08/27/2026
Buy 95,658 \$20.91 09/01/2026
- (d) Other than the Reporting Persons, no other person is known to have the right to receive, or the power to direct the receipt of, dividends from or proceeds from the sale, of the Common Stock.
- (e) N/A
- Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer
- Other than the Joint Filing Agreement attached as Exhibit A hereto, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among any Reporting Person or between such persons and any person with respect to any securities of the Issuer, including any class of the Issuer's securities used as a reference security, in connection with any of the following: call options, put options, security-based swaps or any other derivative securities, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.
- Item 7. Material to be Filed as Exhibits.
- Exhibit A, Joint Filing Agreement

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Puma Growth Holdings, LLC

Signature: /s/ Cory Reno

Name/Title: Cory Reno

Date: 09/08/2026

Rubicon Founders OP GP, LP

Signature: /s/ Cory Reno

Name/Title: Cory Reno

Date: 09/08/2026

Rubicon Founders OP GP 2 LLC

Signature: /s/ Cory Reno

Name/Title: Cory Reno

Date: 09/08/2026

Rubicon Founders LLC

Signature: /s/ Cory Reno

Name/Title: Cory Reno

Date: 09/08/2026

Adam Boehler

Signature: /s/ Adam Boehler

Name/Title: Adam Boehler

Date: 09/08/2026

JOINT FILING AGREEMENT

IN ACCORDANCE WITH Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock, par value \$0.01 per share, of Privia Health Group, Inc. and that this Joint Filing Agreement be included as an exhibit to such joint filing, provided that, as contemplated by Section 13d-1(k)(2), no person shall be responsible for the completeness and accuracy of the information concerning the other persons making the filing unless such person knows or has reason to know such information is inaccurate.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of this 8th day of September, 2026.

PUMA GROWTH HOLDINGS, LLC

By: /s/ Cory Reno

Name: Cory Reno

Title: General Counsel

RUBICON FOUNDERS OP GP, LP

By: /s/ Cory Reno

Name: Cory Reno

Title: General Counsel

RUBICON FOUNDERS OP GP 2 LLC

By: /s/ Cory Reno

Name: Cory Reno

Title: General Counsel

RUBICON FOUNDERS LLC

By: /s/ Cory Reno

Name: Cory Reno

Title: General Counsel

ADAM BOEHLER

By: /s/ Adam Boehler
