

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

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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

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, par value \$0.01 per share	12/15/2023		G		11,997 <sup>(1)</sup>	D	\$0	24,485 <sup>(2)</sup>	I	By Emerald Family, LLC
Common Stock, par value \$0.01 per share								81,160	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	Amount or Number of Shares				
Stock Option (Right to Purchase)	\$2	12/15/2023		G		154,676 <sup>(1)</sup>	(3)	08/27/2033	Common Stock, par value \$0.01 per share	154,676	\$0	315,666 <sup>(4)</sup>	I	By Emerald Family, LLC	
Stock Option (Right to Purchase)	\$2						(5)	08/27/2033	Common Stock	3,730,299		3,730,299	D		
Common Stock, par value \$0.01 per share	\$23	12/15/2023		G		89,318 <sup>(1)</sup>	(6)	04/29/2031	Common Stock	89,318	\$0	182,283 <sup>(7)</sup>	I	By Emerald Family, LLC	
Common Stock, par value \$0.01 per share	\$23						(8)	04/29/2031	Common Stock, \$0.01 par value per share	364,568		364,568	D		

Explanation of Responses:

- Represents a gift of membership interests in Emerald Family, LLC to the reporting person's spouse, representing 49% of Emerald Family, LLC. The reporting person along with his spouse directly own all membership interests in Emerald Family, LLC.
- Includes 24,485 shares previously owned directly by the reporting person which were contributed to Emerald Family, LLC, a limited liability company of which, at the time of transfer, the reporting person was the sole member and owned all of the LLC interests. Mr. Morris disclaims beneficial ownership of the securities held by Emerald Family, LLC except to the extent of his pecuniary interest therein.
- Reflects stock options to purchase shares of common stock that were granted under the Issuer's Second Amended and Restated PH Group Parent Corp. Stock Option Plan. The 315,666 stock options reported in this transaction became exercisable on October 29, 2022.
- Includes 315,666 stock options previously owned directly by the reporting person which were contributed to Emerald Family, LLC, a limited liability company of which, at the time of transfer, the reporting person was the sole member and owned all of the LLC interests. Mr. Morris disclaims beneficial ownership of the securities held by Emerald Family, LLC except to the extent of his pecuniary interest therein.
- Reflects stock options to purchase shares of common stock that were granted under the Issuer's Second Amended and Restated PH Group Parent Corp. Stock Option Plan. 2,310,126 of the stock options became exercisable on April 29, 2021, 890,089 became exercisable on April 29, 2022, and 530,084 became exercisable on October 29, 2022.
- Reflects stock options to purchase shares of common stock that were granted under the Issuer's 2021 Omnibus Incentive Plan. The 182,283 stock options reported in this transaction became exercisable on April 29, 2023.
- Includes 182,283 stock options previously owned directly by the reporting person which were contributed to Emerald Family, LLC, a limited liability company of which, at the time of transfer, the reporting person was the sole member and owned all of the LLC interests. Mr. Morris disclaims beneficial ownership of the securities held by Emerald Family, LLC except to the extent of his pecuniary interest therein.
- Reflects stock options to purchase shares of common stock that were granted under the Issuer's 2021 Omnibus Incentive Plan. 183,283 of the stock options will vest on April 29th, 2024 and 183,285 on April 29, 2025.

Remarks:

/s/ Thomas Bartrum, as attorney-in-fact 12/19/2023

\*\* 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.

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