

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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Estimated average burden

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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>Mountcastle David</u> (Last) (First) (Middle) <u>PRIVIA HEALTH GROUP, INC.</u> <u>950 N. GLEBE RD., SUITE 700</u> (Street) <u>ARLINGTON VA 22203</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/21/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>Privia Health Group, Inc. [PRVA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & Chief Financial Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>04/01/2022</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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.01 par value per share ⁽¹⁾	32,271	D	
Common Stock, \$0.01 par value per share ⁽²⁾	8,695	I	By spouse

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Purchase)	(3)	08/27/2028	Common Stock	127,593	2	D
Stock Option (Right to Purchase)	(4)	03/20/2029	Common Stock	96,997	2	D
Stock Option (Right to Purchase)	(5)	12/03/2029	Common Stock	37,173	2	D
Stock Option (Right to Purchase)	(6)	09/07/2030	Common Stock	41,666	2	D
Stock Option (Right to Purchase)	(7)	04/28/2031	Common Stock	102,534	23	D

Explanation of Responses:

- Includes 22,826 restricted stock units granted under the Issuer's 2021 Omnibus Incentive Plan that will vest in substantially equal annual installments on the second, third and fourth anniversaries of the grant date. The restricted stock units were granted on April 28, 2021.
- These shares were omitted from the reporting person's original Form 3, and also were omitted from 10 Forms 4 filed by the reporting person after his original Form 3 was filed.
- Reflects stock options to purchase shares of common stock, \$0.01 par value per share, of the Issuer under the Issuer's Second Amended and Restated PH Group Parent Corp. Stock Option Plan (the "Plan"). 76,556 of the stock options are fully vested and exercisable. The remaining unvested stock options are scheduled to vest and become exercisable 50% on the 12 month anniversary of the Issuer's initial public offering and 50% on the 18 month anniversary of the Issuer's initial public offering.
- Reflects stock options to purchase shares of common stock of the Issuer under the Plan. 62,509 stock options are fully vested and exercisable. The remaining unvested stock options are scheduled to vest and become exercisable 50% on the 12 month anniversary of the Issuer's initial public offering and 50% on the 18 month anniversary of the Issuer's initial public offering.
- Reflects stock options to purchase shares of common stock of the Issuer under the Plan. 21,804 of the stock options are fully vested and exercisable. 2,493 of the stock options will vest December 4, 2022. The remaining unvested stock options are scheduled to vest and become exercisable 50% on the 12 month anniversary of the Issuer's initial public offering and 50% on the 18 month anniversary of the Issuer's initial public offering.
- Reflects stock options to purchase shares of common stock of the Issuer under the Plan. 20,000 of the stock options are fully vested and exercisable. 4,166 of the stock options will vest on September 8, 2022 and 4,167 of the stock options will vest on September 8, 2023. The remaining unvested stock options are scheduled to vest and become exercisable 50% on the 12 month anniversary of the Issuer's initial public offering and 50% on the 18 month anniversary of the Issuer's initial public offering.
- Reflects stock options to purchase shares of common stock of the Issuer under the Issuer's 2021 Omnibus Incentive Plan that will vest in equal installments on the second, third and fourth anniversaries of the grant date. The stock options were granted on April 28, 2021.

Remarks:

/s/Thomas Bartrum, as
attorney-in-fact

12/20/2022

** 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 5 (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.