

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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) PRIVIA HEALTH GROUP, INC. 950 N. GLEBE RD., SUITE 700. (Street) ARLINGTON VA 22203 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/28/2021	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) Chief Financial Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 04/28/2021 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	53,079 ⁽¹⁾	D	

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	Title	Amount or Number of Shares			
Stock Option (Right to Purchase)	(2)(6)	08/27/2028	Common Stock	127,593	2	D	
Stock Option (Right to Purchase)	(3)(6)	03/31/2029	Common Stock	129,328	2	D	
Stock Option (Right to Purchase)	(4)(6)	12/03/2029	Common Stock	42,157	2	D	
Stock Option (Right to Purchase)	(5)(6)	09/07/2030	Common Stock	50,000	2	D	

Explanation of Responses:

- This amendment to Form 3 corrects the number of securities beneficially owned directly by the reporting person, as reported in the original Form 3 filed on April 28, 2021.
- Reflects the grant of 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.
- Reflects the grant of stock options to purchase shares of common stock of the Issuer under the Plan. 84,063 of the stock options are fully vested and exercisable. 10,777 of the stock options will vest on March 20, 2022.
- Reflects the grant of stock options to purchase shares of common stock of the Issuer under the Plan. 24,296 of the stock options are fully vested and exercisable. 4,985 of the stock options will vest 50% on December 4, 2021 and 50% on December 4, 2022.
- Reflects the grant of stock options to purchase shares of common stock of the Issuer under the Plan. 24,167 of the stock options are fully vested and exercisable. 12,500 of the stock options will vest 1/3 on September 8, 2021, 1/3 on September 8, 2022 and 1/3 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.

/s/ Thomas Bartrum, EVP, 04/30/2021
General Counsel

** 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.