

OMB APPROVAL	
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**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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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) 08/21/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	08/21/2024		G <sup>(1)</sup>		11,998	D	\$0	12,487	I	By Emerald Family, LLC	
Common Stock, par value \$0.01 per share	08/21/2024		G <sup>(1)</sup>		11,998	A	\$0	11,998	I	By Trust	
Common Stock, par value \$0.01 per share								70,101	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	08/21/2024		G <sup>(1)</sup>			154,676	(2)	08/27/2033	Common Stock, par value \$0.01 per share	154,676	\$0	160,990	I	By Emerald Family, LLC
Stock Option (Right to Purchase)	\$2	08/21/2024		G <sup>(1)</sup>			154,676	(2)	08/27/2033	Common Stock, par value \$0.01 per share	154,676	\$0	154,676	I	By Trust
Stock Option (Right to Purchase)	\$23	08/21/2024		G <sup>(1)</sup>			89,319	(2)	04/29/2031	Common Stock, par value \$0.01 per share	89,319	\$0	92,964	I	By Emerald Family, LLC
Stock Option (Right to Purchase)	\$23	08/21/2024		G <sup>(1)</sup>			89,319	(2)	04/29/2031	Common Stock, par value \$0.01 per share	89,319	\$0	89,319	I	By Trust

**Explanation of Responses:**

1. On August 21, 2024, the Reporting Person's spouse transferred her 49% interest in Emerald Family, LLC, which, immediately preceding the transfer, held 24,485 shares of Common Stock par value \$0.01 of the Issuer, 315,666 stock options to purchase shares of Common Stock of the Issuer with an exercise price of \$2.00 and 182,283 stock options to purchase shares of Common Stock of the Issuer with an exercise price of \$23.00, to a family trust ("Trust"). The Reporting Person and his children are the beneficiaries of the Trust. Mr. Morris disclaims beneficial ownership of the securities held by Emerald Family, LLC except to the extent of his pecuniary interest therein.

2. All stock options are fully vested and exercisable.

**Remarks:**

/s/ Anita Beth Adams, as attorney-in-fact

08/23/2024

\*\* 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.