UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 12, 2026

Privia Health Group, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**001-40365**	**81-3599420**
(State or other jurisdiction of incorporation or organization)	(Commission File No.)	(I.R.S. Employer Identification No.)

950 N. Glebe Rd., **Suite 700** **Arlington, Virginia**	**22203**
(Address of Principal Executive Offices)	(Zip Code)

(571) 366-8850
Registrant's telephone number, including area code

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2 (b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.01 par value per share	PRVA	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On August 12, 2026, the Board of Directors (the “Board”) of Privia Health Group, Inc. (the “Company”) elected Opella Ernest, M.D. to the Board as a Class III director, effective September 1, 2026. The Board also appointed Dr. Ernest as a member of the Compliance Committee of the Board effective September 1, 2026.

The Board has determined Dr. Ernest to be independent in accordance with the independence standards of the rules of The Nasdaq Stock Market. There are no arrangements or understandings between Dr. Ernest and any other persons pursuant to which Dr. Ernest was selected as a director, and there are no transactions in which Dr. Ernest has a direct or indirect material interest requiring disclosure under Item 404(a) of Regulation S-K.

As compensation for her service as a director, Dr. Ernest will receive an annual cash retainer in accordance with the terms and conditions of the Company’s Non-Employee Director Compensation Program (the “Director Compensation Program”). Consistent with the terms of the Director Compensation Program, Dr. Ernest will also receive an annual equity grant, pursuant to the 2021 Omnibus Incentive Plan, as amended, of restricted stock units with a grant date fair market value of $200,000. Dr. Ernest will receive an initial grant pro-rated for the number of months that she will serve on the Board through the date of the next annual meeting of stockholders. The terms and conditions of these grants will be governed by an agreement substantially in the form of the Company’s Form of 2021 Omnibus Plan Restricted Stock Unit Award for Non-Employee Directors.

On August 18, 2026, the Company issued a press release announcing the election of Dr. Ernest to the Board. A copy of the Company’s press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibit:

Exhibit No.	Description
99.1	Privia Health Group, Inc. Press Release Dated August 18, 2026
104	The Cover Page from this Current Report on Form 8-K, Interactive Data File (formatted as Inline XBRL)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

	PRIVIA HEALTH GROUP, INC.
Date: August 18, 2026	By: /s/ Parth Mehrotra
	Name: Parth Mehrotra
	Title: Chief Executive Officer

Exhibit 99.1

Privia Health Announces Appointment of Opella Ernest, M.D. to its Board of Directors

Dr. Ernest brings significant value-based care and clinical expertise

ARLINGTON, VA – August 18, 2026 – Privia Health Group, Inc. (Nasdaq: PRVA) announced the appointment of Opella Ernest, M.D. to its Board of Directors, effective September 1, 2026. She has also been named a member of the Compliance Committee of the Board.

"We are excited to welcome Dr. Ernest to our Board of Directors," said David King, Chairman of the Board, Privia Health Group, Inc. "She brings valuable clinical expertise and value-based care experience to the Board and her deep healthcare expertise will be beneficial to Privia Health as we continue to grow our business and build scaled provider networks across the United States"

Dr. Ernest has over 20 years of healthcare executive experience. Since 2023, she has served as President, HCSC Markets at Health Care Service Corporation, responsible for the strategic direction, clinical operations, performance, and growth for all market segments. She served as Executive Vice President, Chief Operating Officer at HCSC from 2021 to 2023, transforming HCSC's customer and provider experience through advancements in technology and innovation. Prior to joining HCSC in 2012, Dr. Ernest held leadership roles at Healthspring and in various clinical practices.

A board-certified family physician, Dr. Ernest has a degree in medicine from The Ohio State University College of Medicine and a bachelor's degree from the University of Michigan. Dr. Ernest is a member of the boards of directors of World Business Chicago and the Museum of Science and Industry. She is the former Chair of the American Heart Association's Metro Chicago board of directors and received the 2021 Heart of Gold Award for her dedication addressing health issues.

About Privia Health

Privia Health™ is one of the largest physician enablement companies in the United States with a presence in 25 states and the District of Columbia. Privia builds scaled provider networks with primary-care centric medical groups, risk-bearing entities, a physician-led governance structure, and the Privia Platform comprising an extensive suite of technology and service solutions. Privia collaborates with medical groups, health plans and health systems to optimize 1,300+ physician practices, improve the patient experience for 6.1+ million patients, and reward 5,600+ physicians and advanced practitioners for delivering high-value care. Privia's mission is to transform healthcare delivery to achieve better outcomes, lower costs, and improve the health of communities and the well-being of providers. For more information, visit priviahealth.com and connect with us on LinkedIn.

Safe Harbor Statement

This release may contain forward-looking statements within the meaning of the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond the Company's control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described in filings with the Securities and Exchange Commission ("SEC"), including those under "Risk Factors" therein. Should one or more of these risks or uncertainties materialize, or should any of the assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. Forward-looking statements speak only as of the date made. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

Exhibit 99.1

Contact:

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