

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): January 9, 2023

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

Delaware
(State or other jurisdiction of incorporation or organization)

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

001-40365
(Commission
File No.)

81-3599420
(I.R.S. Employer Identification No.)

22203
(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 7.01 Regulation FD Disclosure.

We are furnishing this Current Report on Form 8-K to furnish materials that will be provided at meetings with institutional investors or analysts. The materials are attached as Exhibit 99.1 to this Current Report on Form 8-K, are incorporated into this Item 7.01 by reference and are available on our investor relations website at ir.priviahealth.com. This information may be amended or updated at any time and from time to time through another Current Report on Form 8-K, a later company filing, or other means.

The information in this Current Report on Form 8-K (including the exhibit) is furnished pursuant to Item 7.01 and shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information in the Report that is required to be disclosed solely by Regulation FD.

We do not have, and expressly disclaim, any obligation to release publicly any updates or any changes in our expectations or any change in events, conditions, or circumstances on which any forward-looking statement is based.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibit:

Exhibit No.	Description
99.1	Privia Health Group, Inc. Investor Presentation Slides - January 2023
104	Cover Page 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.

Date: January 9, 2023

PRIVIA HEALTH GROUP, INC.

By: /s/ David Mountcastle

Name: David Mountcastle

Title: Executive Vice President, Chief Financial Officer and Authorized Officer



Empowering Physicians
Transforming Healthcare

J.P. Morgan Healthcare Conference
January 9, 2023



Disclaimer

Forward-Looking Statements

This presentation contains forward-looking statements that express the Company's opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results that include, but are not limited to: 2022 financial guidance and other projections and forecasts. 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.

Use of Non-GAAP Financial Information

In order to provide investors with greater insight, promote transparency and allow for a more comprehensive understanding of the information used by management in its financial and operational decision-making, the Company supplements its condensed consolidated financial statements presented on a GAAP basis herein with certain non-GAAP financial information, including: Care Margin; Platform Contribution; Platform Contribution margin; Adjusted EBITDA; Adjusted EBITDA margin; Adjusted Net Income; and Free Cash Flow. Reconciliations of these non-GAAP measures to their most directly comparable GAAP measures are included in the financial schedules in the Appendix of this presentation, as well as in the Company's quarterly financial press releases and related Form 8-K filings with the SEC. This information can be accessed for free by visiting www.priviahealth.com or www.sec.gov.

The Company has not reconciled its forward-looking non-GAAP measures to the most directly comparable GAAP measures. This is because the Company cannot predict with reasonable certainty and without unreasonable efforts the ultimate outcome of certain GAAP components of such reconciliations due to market-related assumptions that are not within our control as well as certain legal or advisory costs, tax costs or other costs that may arise. For these reasons, management is unable to assess the probable significance of the unavailable information, which could materially impact the amount of the future directly comparable GAAP measures.

Privia Health: Investment Highlights



Unique, Integrated
Physician
Alignment Model



Proven and Scalable for All
Provider Types, Patients &
Reimbursement Models



Multiple Drivers for
Future Growth with
a Large TAM



Proven, Diversified
Value-based Platform
Across Risk-bearing
Spectrum

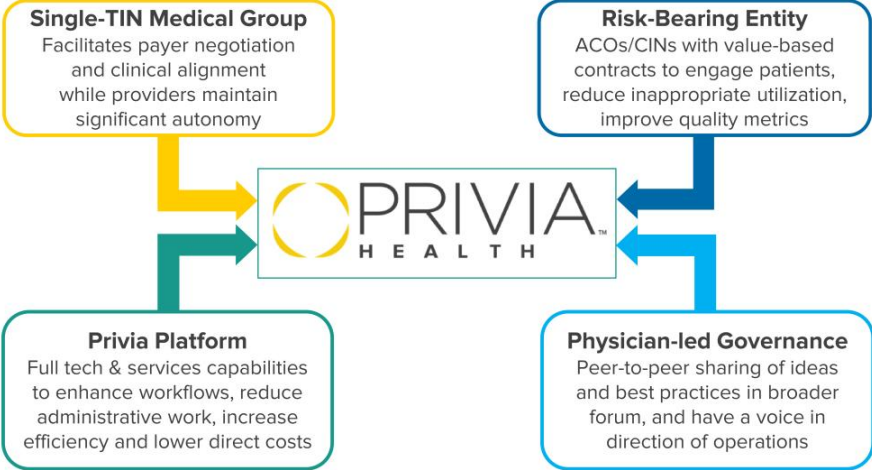


Profitable,
Capital-Efficient
Profile

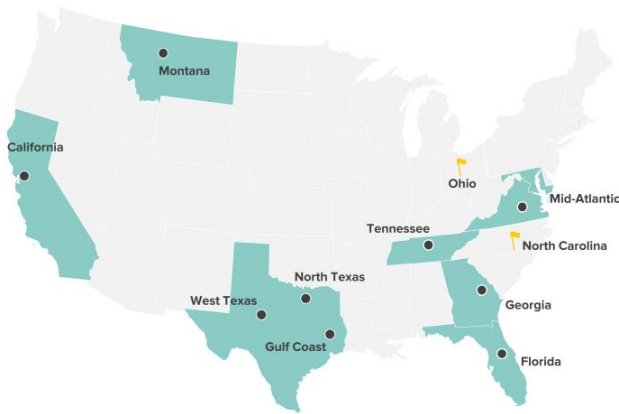


Highly Experienced
Executive and Physician
Leadership Team

Proven, Scalable and Differentiated Operating Model



Building One of the Largest Primary Care-Centric Ambulatory Care Delivery Networks *



10
States
(plus D.C.)

920+
Care Center
Locations

3,595
Implemented
Providers

51
Specialties
on Platform

4M+
Patients

846K
Attributed
Lives

95+%
Provider
Retention

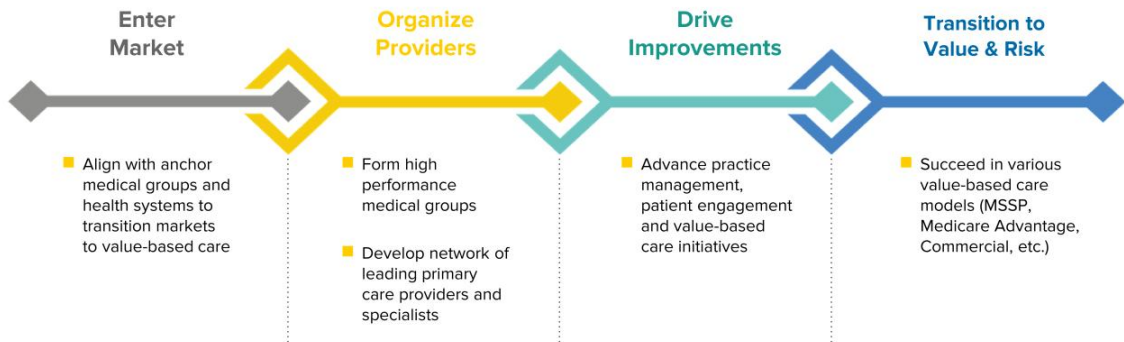
84
Patient
NPS

57
Provider
NPS

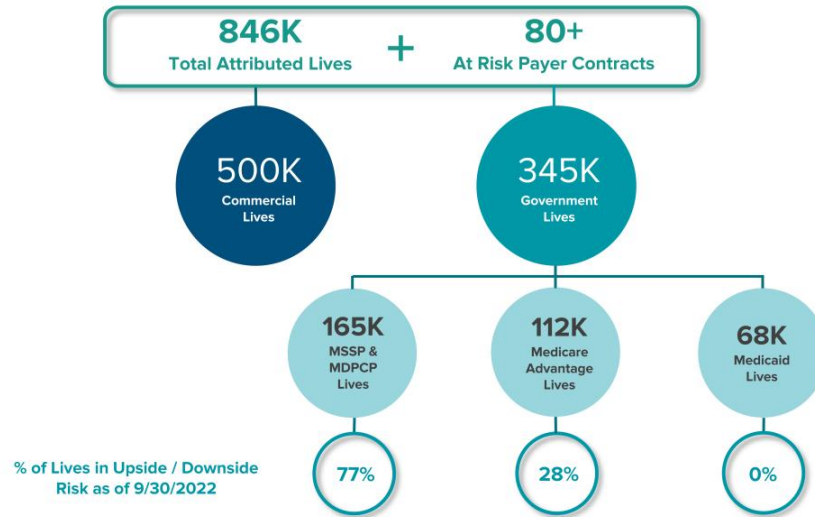


* All data as of September 30, 2022, except for the launch of the North Carolina and Ohio markets. Joint venture and strategic partnership in North Carolina announced November 3, 2022, and Ohio is contingent on the negotiation and execution of definitive agreements with OhioHealth (see press release: <https://ir.priviahealth.com/news-releases/news-release-details/privia-health-partner-ohiohealth-health-system>).

Moving Markets Toward Value-Based Care At Scale



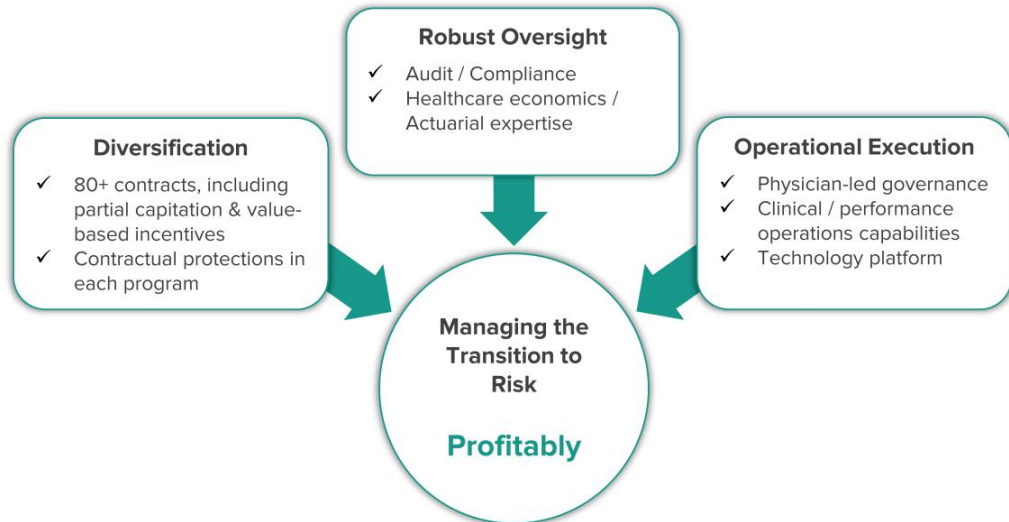
Diversified Value-Based Platform Across Reimbursement Models ¹



¹All data as of September 30, 2022. Any slight variations in totals due to rounding.

Privia Has Extensive Experience in Managing Risk

“It’s Called Risk for a Reason”



MSSP Results Demonstrate Continued Success in Downside Risk

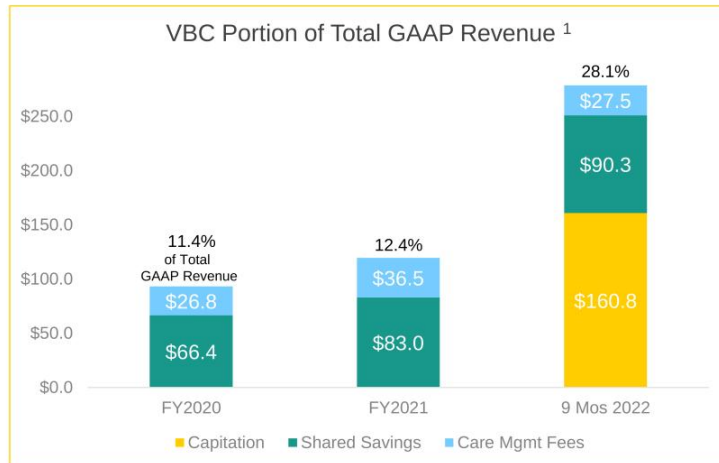
	MSSP 2021 Performance ¹	Improvement vs. Median MSSP ACO	Improvement vs. Total FFS Medicare
<ul style="list-style-type: none"> • 112,800 Medicare beneficiaries across ACOs in 4 markets 	Total annual average expenditures	↑ 15%	↑ 24%
<ul style="list-style-type: none"> • 93% avg. quality score across Privia ACOs 	Emergency room utilization	↑ 22%	↑ 28%
<ul style="list-style-type: none"> • Mid-Atlantic ACO: <ul style="list-style-type: none"> ○ 62,700+ lives in Enhanced Track with downside risk ○ Highest savings rate (9.2%) of all ACOs with 40K+ lives 	Outpatient facility spend	↑ 25%	↑ 35%
	Inpatient facility spend	↑ 22%	↑ 28%

77% of total MSSP lives in downside risk tracks at 9/30/22 versus 0% in 2019

¹Based on data provided by CMS at <https://www.cms.gov/newsroom/press-releases/medicare-shared-savings-program-saves-medicare-more-16-billion-2021-and-continues-deliver-high>

Momentum Across Diverse VBC Revenue Streams

- Percentage of value-based care revenue more than doubled in 2022, with opportunity for growth
- Managed \$1.1+ Billion in Medical Spend in the CMS' MSSP 2021 performance year, of which only Privia's share of savings recognized in revenue



¹Based on data provided in the Revenue Recognition footnote of the Company's most recent Form 10-K and 10-Q filed with the Securities and Exchange Commission

Positioned to Drive Growth and Monetize Our Platform



Strong Execution Since IPO

	<u>FY 2020</u>	<u>FY 2022 est.*</u>	<u>% Change</u>
States + DC	6	10	67%
Implemented Providers	2,550	3,670	44%
Attributed Lives	682,000	855,000	25%
Practice Collections	\$1,301M	\$2,362M	82%
Care Margin	\$ 188M	\$ 300M	60%
Platform Contribution	\$ 83M	\$ 144M	73%
Adjusted EBITDA	\$ 29M	\$ 60M	107%

* Denotes midpoint of FY 2022 guidance ranges provided on November 10, 2022, except for number of states

Strong Balance Sheet and Capital Position *







- No debt and ~\$342M in adjusted net cash
- \$65M revolving loan facility available and undrawn as of 9.30.22
- Expect ~90% of FY2022 Adjusted EBITDA to convert to non-GAAP Free Cash Flow **

<i>(In millions)</i>	At 9.30.22 *	At 12.31.21
Cash and cash equivalents	\$ 316.9	\$ 320.6
Net cash received re: MSSP shared savings less provider surplus distribution	\$ 25.1	--
Less: Notes payable and debt issuance costs	--	\$ 33.3
Net cash position	\$ 342.0	\$ 287.3

* 9/30/22 net cash position adjusted to reflect cash of approximately \$62.8 million received on 10/11/22 from the Centers for Medicare and Medicaid Services (CMS) less \$37.7 million to be dispersed to providers. The cash received from CMS was payment for Privia Health's portion of the shared savings generated in the 2021 performance year of the Medicare Shared Savings Program (MSSP)

** Non-GAAP Free cash flow defined as Net cash provided by operating activities less capital expenditures (Purchases of property and equipment)

Privia Health: Investment Highlights

 Unique, Integrated Physician Alignment Model	 Proven and Scalable for All Provider Types, Patients & Reimbursement Models	 Multiple Drivers for Future Growth with a Large TAM
 Proven, Diversified Value-based Platform Across Risk-bearing Spectrum	 Profitable, Capital-Efficient Profile	 Highly Experienced Executive and Physician Leadership Team



APPENDIX

Reconciliation of Operating Loss to Care Margin ^{a 1}

(unaudited; \$ in thousands)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2022	2021	2022	2021
Operating loss	\$ (4,574)	\$ (12,809)	\$ (21,371)	\$ (198,089)
Depreciation and amortization	1,153	466	3,436	1,351
General and administrative	32,219	33,910	101,436	216,563
Sales and marketing	5,088	4,588	14,568	18,950
Cost of platform	43,839	35,314	127,495	131,007
Care margin	\$ 77,725	\$ 61,469	\$ 225,564	\$ 169,782

^(a) Any slight variations in totals are due to rounding.

(1) Care Margin is total revenue less the sum of physician and practice expense.

Reconciliation of Operating Loss to Platform Contribution ^{a 2}

(unaudited; \$ in thousands)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2022	2021	2022	2021
Operating loss	\$ (4,574)	\$ (12,809)	\$ (21,371)	\$ (198,089)
Depreciation and amortization	1,153	466	3,436	1,351
General and administrative	32,219	33,910	101,436	216,563
Sales and marketing	5,088	4,588	14,568	18,950
Stock-based compensation ⁽⁵⁾	3,095	4,947	11,382	40,987
Platform contribution	\$ 36,981	\$ 31,102	\$ 109,451	\$ 79,762

⁽⁴⁾ Slight variations in totals are due to rounding.

⁽²⁾ Platform Contribution is total revenue less the sum of physician and practice expense and cost of platform.

⁽⁵⁾ Amount represents stock-based compensation expense included in Cost of Platform.

Reconciliation of Net Loss to Adjusted EBITDA ^{a 3}

(unaudited; \$ in thousands)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2022	2021	2022	2021
Net income (loss)	\$ 1,624	\$ (9,115)	\$ (26,361)	\$ (176,251)
Net loss income attributable to non-controlling interests	(1,068)	(1,776)	(2,551)	(2,509)
(Benefit from) provision for income taxes	(4,845)	(2,210)	6,931	(20,214)
Interest (income) expense	(285)	292	610	885
Depreciation and amortization	1,153	466	3,436	1,351
Stock-based compensation	14,833	25,800	58,184	228,461
Other expenses ⁽⁶⁾	4,238	410	6,338	2,128
Adjusted EBITDA	\$ 15,650	\$ 13,867	\$ 46,587	\$ 33,851

^(a) Any slight variations in totals are due to rounding.

⁽⁶⁾ Other expenses include employer taxes on equity vesting/exercises, legal, severance and certain non-recurring costs. Employer taxes on equity vesting/exercises of \$2.2 million and \$2.8 million were recorded for the three and nine months ended September 30, 2022, respectively.

⁽³⁾ Adjusted EBITDA is net income (loss) attributable to Privia Health Group, Inc. shareholders and subsidiaries excluding minority interests, provision (benefit) for income taxes, interest income, interest expense, depreciation and amortization, stock-based compensation, severance charges and other non-recurring expenses.
Note: Other expenses include certain non-cash or non-recurring costs.

Reconciliation of Net Loss to Adjusted Net Income Per Share ^a

(unaudited; \$ in thousands)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2022	2021	2022	2021
Net income (loss)	\$ 1,624	\$ (9,115)	\$ (26,361)	\$ (176,251)
Stock-based compensation	14,833	25,800	58,184	228,461
Intangible amortization expense	842	162	2,509	482
(Benefit from) Provision for income tax	(4,845)	(2,210)	6,931	(20,214)
Other expenses	4,238	410	6,338	2,128
Adjusted net income attributable to Privia Health Group, Inc.	\$ 16,692	\$ 15,047	\$ 47,601	\$ 34,606
Adjusted net income per share attributable to Privia Health Group, Inc. stockholders – basic	\$ 0.15	\$ 0.14	\$ 0.43	\$ 0.34
Adjusted net income per share attributable to Privia Health Group, Inc. stockholders – diluted	\$ 0.13	\$ 0.13	\$ 0.39	\$ 0.31
Weighted average common shares outstanding – basic	111,592,834	105,896,622	109,458,855	101,576,775
Weighted average common shares outstanding – diluted	124,845,602	120,234,286	122,741,319	112,702,730

^(a) Any slight variations in totals due to rounding.



Thank You

PriviaHealth.com

Contact:
Robert P. Borchert
SVP, Investor & Corporate Communications
robert.borchert@priviahealth.com
Phone: 817.783.4841



