

OMB APPROVAL	
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>Pamplona Capital Partners III, L.P.</u> <hr/> (Last) (First) (Middle) C/O PAMPLONA CAPITAL MANAGEMENT LLC, 667 MADISON AVENUE, 22ND FLOOR <hr/> (Street) NEW YORK NY 10065 <hr/> (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/21/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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	11/21/2022		s		2,278,085	D	\$22.56 ⁽²⁾	17,741,723	I	See Footnotes ⁽¹⁾⁽³⁾⁽⁴⁾

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					

1. Name and Address of Reporting Person*
Pamplona Capital Partners III, L.P.

 (Last) (First) (Middle)
 C/O PAMPLONA CAPITAL MANAGEMENT LLC,
 667 MADISON AVENUE, 22ND FLOOR

 (Street)
 NEW YORK NY 10065

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Pamplona Equity Advisors III Ltd

 (Last) (First) (Middle)
 C/O PAMPLONA CAPITAL MANAGEMENT LLC
 667 MADISON AVENUE, 22ND FLOOR

 (Street)
 NEW YORK NY 10065

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Pamplona Private Equity Carryco III, L.P.

 (Last) (First) (Middle)

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1. Name and Address of Reporting Person*

[Pamplona Equity Carryco Advisors III, Ltd.](#)

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1. Name and Address of Reporting Person*

[Pamplona PE Investments II, Ltd.](#)

(Last)

(First)

(Middle)

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(Street)

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(State)

(Zip)

1. Name and Address of Reporting Person*

[Pamplona PE Investments Malta Ltd](#)

(Last)

(First)

(Middle)

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1. Name and Address of Reporting Person*

[Pamplona Capital Management, LLP](#)

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1. Name and Address of Reporting Person*

[Pamplona Capital Management, LLC](#)

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1. Name and Address of Reporting Person*

[Halsted John C.](#)

(Last)	(First)	(Middle)
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NEW YORK	NY	10065
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(City)	(State)	(Zip)

1. Name and Address of Reporting Person *

[Knaster Alexander M](#)

(Last)	(First)	(Middle)
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(Street)		
NEW YORK	NY	10065
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(City)	(State)	(Zip)

Explanation of Responses:

1. This statement is being filed by (i) Pamplona Capital Partners III, L.P. ("PCP III") (ii) Pamplona Equity Advisors III Ltd. ("PEA III"), (iii) Pamplona Private Equity Carryco III, L.P. ("Carryco III"), (iv) Pamplona Equity Carryco Advisors III, Ltd. ("PECA III"), (v) Pamplona PE Investments II, Ltd. ("PE Inv II"), (vi) Pamplona PE Investments Malta Limited ("PE Malta"), (vii) Pamplona Capital Management LLP, (viii) Pamplona Capital Management LLC, (ix) John C. Halsted and (x) Alexander M. Knaster (the foregoing, collectively, the "Reporting Persons").

2. Pursuant to an underwriting agreement, dated November 16, 2022 (the "Underwriting Agreement"), and in connection with the public offering of common stock, par value \$0.01 per share (the "Common Stock") of Privia Health Group, Inc. (the "Company") by the Company, the Company sold 5,750,000 shares (including 750,000 additional shares which the underwriters had the right to purchase) of Common Stock pursuant to the final prospectus filed by the Company on November 16, 2022, which offering was consummated on November 21, 2022 (the "Public Offering"). The amount above represents the \$23.50 public maximum offering price per share of Common Stock in the Public Offering less the underwriting discount of \$0.94 per share of Common Stock. The shares sold were held by a private investor group, which includes PCP III and Carryco III.

3. Consists of (i) 13,483,709 shares of Common Stock held by PCP III and (ii) 4,258,014 shares of Common Stock held by Carryco III. PCP III and Carryco III are controlled by their respective general partners, PEA III and PECA III, which are both owned by PE Inv II, itself owned 100% by Mr. Knaster. PE Malta serves as an investment manager to PCP III. Pamplona Capital Management LLP and Pamplona Capital Management LLC (collectively, the "Pamplona Manager Entities") serve as investment advisors to PE Malta. Messrs. Halsted and Knaster are the principals of the Pamplona Manager Entities. Accordingly, each Reporting Person may be deemed to share beneficial ownership of the securities held of record by PCP III and Carryco III.

4. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

[/s/ Ronan Guilfoyle, Director of Pamplona Equity Advisors III Ltd., its General Partner of PAMPLONA CAPITAL PARTNERS III, L.P.](#) [11/23/2022](#)

[/s/ Ronan Guilfoyle, Director of PAMPLONA EQUITY ADVISORS III LTD.](#) [11/23/2022](#)

[/s/ Ronan Guilfoyle, Director of Pamplona Equity Carryco Advisors III, Ltd., its General Partner of PAMPLONA PRIVATE EQUITY CARRYCO III, L.P.](#) [11/23/2022](#)

[/s/ Ronan Guilfoyle, Director of PAMPLONA EQUITY CARRYCO ADVISORS III, LTD.](#) [11/23/2022](#)

[/s/ Ronan Guilfoyle, Director of PAMPLONA PE INVESTMENTS II, LTD.](#) [11/23/2022](#)

[/s/ Stephen Gauci, Director of PAMPLONA PE INVESTMENTS MALTA LIMITED](#) [11/23/2022](#)

[/s/ Kevin O'Flaherty, Designated Member of PAMPLONA CAPITAL MANAGEMENT LLP](#) [11/23/2022](#)

[/s/ Stephen Gauci, Managing Member of PAMPLONA CAPITAL MANAGEMENT LLC](#) [11/23/2022](#)

[/s/ John C. Halsted](#) [11/23/2022](#)

[/s/ Alexander Knaster](#) [11/23/2022](#)

** 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 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.

