

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ 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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Mehrotra Parth</u> (Last) (First) (Middle) <u>PRIVIA HEALTH GROUP, INC.</u> <u>950 N. GLEBE RD., SUITE 700</u> (Street) <u>ARLINGTON</u> <u>VA</u> <u>22203</u> (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and COO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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, \$0.01 par value per share	05/01/2023		M		20,786	A	\$2	118,177	D	
Common Stock, \$0.01 par value per share	05/01/2023		S		20,786 ⁽¹⁾	D	\$28.03 ⁽²⁾	97,391	D	
Common Stock, \$0.01 par value per share	05/01/2023		S		7,537 ⁽³⁾	D	\$27.58 ⁽⁴⁾	89,854	D	
Common Stock, \$0.01 par value per share	05/02/2023		S		7,625 ⁽⁵⁾	D	\$27.26 ⁽⁶⁾	82,229	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Purchase)	\$2	05/01/2023		M		11,699	(7)	09/07/2035	Common Stock	11,699	\$0	34,739	D	
Stock Option (Right to Purchase)	\$2	05/01/2023		M		9,087	(7)	12/04/2034	Common Stock	9,087	\$0	188,562	D	

Explanation of Responses:

1. The sale of 20,786 shares reported in this row were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 15, 2022.
2. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.16 per share. The reporting person undertakes to provide to Privia Health Group, Inc., any security holder of Privia Health Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
3. The sale of 7,537 shares reported in this row represents a nondiscretionary sale of shares required to be sold by the reporting person pursuant to a "sell to cover" transaction to satisfy tax withholding obligations in connection with the vesting and settlement of restricted stock units.
4. The price reported in Column 4 is a weighted average price. The shares were sold as part of a trade on behalf of multiple employees of Privia Health Group, Inc. in multiple transactions at prices ranging from \$27.29 to \$27.92 per share. The reporting person undertakes to provide to Privia Health Group, Inc., any security holder of Privia Health Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
5. The sale of 7,625 shares reported in this row represents a nondiscretionary sale of shares required to be sold by the reporting person pursuant to a "sell to cover" transaction to satisfy tax withholding obligations in connection with the vesting and settlement of restricted stock units.
6. The price reported in Column 4 is a weighted average price. The shares were sold as part of a trade on behalf of multiple employees of Privia Health Group, Inc. in multiple transactions at prices ranging from \$26.95 to \$27.87 per share. The reporting person undertakes to provide to Privia Health Group, Inc., any security holder of Privia Health Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
7. All stock options are fully vested and exercisable.

Remarks:

/s/ Thomas Bartrum, as attorney-in-fact 05/03/2023

** 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.