

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

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, 22 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) 11/23/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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	11/23/2021		s		1,791,175	D	\$27.695 <sup>(2)</sup>	20,019,808	I <sup>(1)(3)(4)</sup>	See Foonotes <sup>(1)(3)(4)</sup>

**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.  


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


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 (Street)  
 NEW YORK NY 10065  


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 (City) (State) (Zip)

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


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


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 (Street)  
 NEW YORK NY 10065  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Pamplona PE Investments Malta Ltd  


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 (Last) (First) (Middle)

C/O PAMPLONA CAPITAL MANAGEMENT LLC  
667 MADISON AVENUE, 22 FLOOR

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Pamplona Capital Management, LLP](#)

(Last) (First) (Middle)

C/O PAMPLONA CAPITAL MANAGEMENT LLC  
667 MADISON AVENUE, 22 FLOOR

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Pamplona Capital Management, LLC](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Halsted John C.](#)

(Last) (First) (Middle)

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NEW YORK NY 10065

(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

(City) (State) (Zip)

#### Explanation of Responses:

- This statement is being filed by (i) Pamplona Capital Partners III, L.P., (ii) Pamplona Equity Advisors III Ltd, (iii) Pamplona PE Investments Malta Limited, (iv) Pamplona Capital Management LLP, (v) Pamplona Capital Management LLC, (vi) John C. Halsted, and (vii) Alexander Knaster (the foregoing, collectively, the "Reporting Persons").
- Pursuant to an underwriting agreement, dated November 18, 2021 (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 6,000,000 shares (excluding 900,000 additional shares which the underwriters have the right to purchase) of Common Stock pursuant to the final prospectus filed by the Company on November 16, 2021, which offering was consummated on November 23, 2021 (the "Public Offering"). The amount above represents the \$30.62 public maximum offering price per share of Common Stock in the Public Offering less the effective public offering discount and underwriting discount of \$2.93 per share of Common Stock. The shares sold were held by a private investor group, which includes Pamplona Capital Partners III, L.P.
- As of November 23, 2021, as a result of the Public Offering, the Reporting Persons may be deemed to beneficially own indirectly 20,019,808 shares of Common Stock by reason of the shares in the Company held by Pamplona Capital Partners III, L.P. Pamplona Capital Partners III, L.P. is controlled by Pamplona Equity Advisors III Ltd, its general partner. John C. Halsted owns 100% of the shares of Pamplona Equity Advisors III, Ltd. Pamplona PE Investments Malta Limited serves as an investment manager to Pamplona Capital Partners III, L.P. Pamplona Capital Management LLP, and Pamplona Capital Management LLC (together, the "Pamplona Manager Entities") serve as investment advisors to Pamplona PE Investments Malta Limited. Mr. John C. Halsted and Mr. Alexander Knaster are the principals of the Pamplona Manager Entities.
- 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.

[Ronan Guilfoyle, Director,](#) [11/26/2021](#)  
[Pamplona Equity Advisors III](#)  
[Ltd., the General Partner of](#)

<u>PAMPLONA CAPITAL PARTNERS III, L.P.</u>	
<u>Ronan Guilfoyle, Director, PAMPLONA EQUITY ADVISORS III LTD</u>	<u>11/26/2021</u>
<u>Stephen Gauci, Director, PAMPLONA PE INVESTMENTS MALTA LIMITED</u>	<u>11/26/2021</u>
<u>Kevin O'Flaherty, Designated Member, PAMPLONA CAPITAL MANAGEMENT LLP</u>	<u>11/26/2021</u>
<u>Stuart Thomson, Director of Pamplona PE Investments US Limited, managing member of Pamplona Capital Management LLC</u>	<u>11/26/2021</u>
<u>Stephen Gauci, Administrateur, PAMPLONA CAPITAL MANAGEMENT (MONACO) SAM</u>	<u>11/26/2021</u>
<u>John C. Halsted</u>	<u>11/26/2021</u>
<u>Alexander Knaster</u>	<u>11/26/2021</u>
** 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.**