

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	
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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 10.

1. Name and Address of Reporting Person* <u>Mehrotra Parth</u>			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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/10/2024			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
PRIVIA HEALTH GROUP, INC. 950 N. GLEBE RD., SUITE 700			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) ARLINGTON VA 22203								
(City) (State) (Zip)								

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	09/10/2024		M ⁽¹⁾		56,027	A	\$2	303,798	D	
Common Stock, \$0.01 par value per share	09/10/2024		M ⁽¹⁾		60,520	A	\$2	364,318	D	
Common Stock, \$0.01 par value per share	09/10/2024		M ⁽¹⁾		18,595	A	\$2	382,913	D	
Common Stock, \$0.01 par value per share	09/10/2024		S ⁽¹⁾		135,142	D	\$18.5 ⁽²⁾	247,771	D	
Common Stock, \$0.01 par value per share	09/11/2024		M ⁽¹⁾		48,645	A	\$2	296,416	D	
Common Stock, \$0.01 par value per share	09/11/2024		M ⁽¹⁾		52,546	A	\$2	348,962	D	
Common Stock, \$0.01 par value per share	09/11/2024		M ⁽¹⁾		16,144	A	\$2	365,106	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		(A)	(D)					
Stock Option (Right to Purchase)	\$2	09/10/2024		M ⁽¹⁾		56,027	(3)	08/27/2033	Common Stock, \$0.01 par value per share	\$0	48,645	D	
Stock Option (Right to Purchase)	\$2	09/10/2024		M ⁽¹⁾		60,520	(3)	12/04/2034	Common Stock, \$0.01 par value per share	\$0	52,546	D	
Stock Option (Right to Purchase)	\$2	09/10/2024		M ⁽¹⁾		18,595	(3)	09/07/2035	Common Stock, \$0.01 par value per share	\$0	16,144	D	
Stock Option (Right to Purchase)	\$2	09/11/2024		M ⁽¹⁾		48,645	(3)	08/27/2033	Common Stock, \$0.01 par value per share	\$0	0	D	
Stock Option (Right to Purchase)	\$2	09/11/2024		M ⁽¹⁾		52,546	(3)	12/04/2034	Common Stock, \$0.01 par value per share	\$0	0	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Purchase)	\$2	09/11/2024		M ⁽¹⁾			16,144	⁽³⁾	09/07/2035	Common Stock, \$0.01 par value per share	16,144	\$0	0	D	

Explanation of Responses:

- These transactions occurred pursuant to a 10b5-1 trading plan previously adopted by the reporting person. The sale was made to cover the payment of the exercise price and tax obligations related to the exercise of stock options, with the balance of the shares acquired upon exercise continuing to be held by the reporting person.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$18.37 to \$18.73 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.
- All stock options are fully vested and exercisable.

Remarks:

/s/ Anita Beth Adams, as attorney-in-fact

09/12/2024

** 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.