SEC Form 4	
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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL			
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Image: Constraint of the constratened of the constraint of the constraint of the constraint of th	% Owner her (specify ow) ck Applicable Person Reporting ture of Indirect ficial prship (Instr. 4)
(Last) (First) (Middle) C/O PAMPLONA CAPITAL MANAGEMENT LLC 3. Date of Earliest Transaction (Month/Day/Year) Selow) below) below) below) below) below) b 667 MADISON AVENUE, 22ND FLOOR 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Chine) (Street) NW YORK NY 10065 NEW YORK NY 10065 (City) (State) (Zip) Securities Transaction (Month/Day/Year) A If Amendment, Date of Original Filed (Month/Day/Year) NEW YORK NY 10065 (City) (State) (Zip) Securities Securities Securities Securities Acquired (A) or Disposed Of (D) (Instr. 3) 1. Title of Security (Instr. 3) 2. Transaction Date, franswith (Month/Day/Year) 3. Acceemed [Signed Of (C) (Instr. 4] 5. Amount of Scourities Securities (A) or Disposed Of (D) (Instr. 4] 6. Ownership Provide (A) or Disposed Of (D) (Instr. 4] 6. Ownership Provide (D) (Instr. 4] 6. Ownership Provent (D) (Instr. 4] 6. Ownership	ck Applicable Person Reporting ture of Indirect ficial ership (Instr. 4)
667 MADISON AVENUE, 22ND FLOOR A. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Charling) Form filed by One Reporting X Form filed by More than One Person (Street) NEW YORK (City) (State) (Zip) 5. Individual or Joint/Group Filing (Charling) Form filed by One Reporting X Form filed by More than One Person Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3) 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. Transaction Sole (Instr. 8) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) 5. Amount of Socurities Porm: Direct (I) (Instr. 4) 6. Price 6. (Instr. 3, 4 and 5) Common Stock 05/03/2021 s 1 16,700,000 D \$21.62(2) 79,178,470 I(1)(2)(3)(4) Securition (2)(2)(3)(4)	Person Reporting ture of Indirect ficial ership (Instr. 4)
Street) NEW YORK NY 10065 Form filed by One Reporting Form filed by More than One Person (City) (State) (Zip) Table I - Non-Derivative Securities Securities Acquired (A) or Date (Month/Day/Year) 3. Transaction Transaction Code (Instr. 3) S. Amount of Disposed Of (D) (Instr. 3, 4 and 5) S. Amount of Disposed Of (D) (Instr. 3, 4 and 5) S. Amount of Securities Beneficially Ownership Form: Direct (I) (Instr. 4) G. Ownership Form: Direct (I) (Instr. 4) S. Amount of Disposed Of (D) (Instr. 3, 4 and 5) Common Stock 05/03/2021 S S 16,700,000 D \$21.62(2) 79,178,470 I(1)(2)(3)(4) Securities Securities Securities Securiti	Reporting ture of Indirect ficial ership (Instr. 4) footnotes ⁽¹⁾
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 3) 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) 6. Ownership Form: Direct (I) (Instr. 4) 7. Methods (Instr. 4) Code V Amount (A) or (D) Price 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) 6. Ownership Form: Direct (I) (Instr. 4)	ficial ership (Instr. 4) footnotes ⁽¹⁾
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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. 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Execution Date (Month/Day/Year) 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. 5) 8. Price of derivative Security (Instr. 5) 9. Number of derivative Security (Instr. 5) 10.	D) Beneficial D) Ownershi ect (Instr. 4)
Code V (A) (D) Date Exercisable Expiration Date Amount or Number of Title	
1. Name and Address of Reporting Person* Pamplona Capital Partners III, L.P.	
(Last)(First)(Middle)C/O PAMPLONA CAPITAL MANAGEMENT LLC667 MADISON AVENUE, 22ND FLOOR	
(Street) NEW YORK NY 10065	
(City) (State) (Zip)	
1. Name and Address of Reporting Person [*] <u>Pamplona Equity Advisors III Ltd</u>	
(Last)(First)(Middle)C/O PAMPLONA CAPITAL MANAGEMENT LLC667 MADISON AVENUE, 22ND FLOOR	
(Street) NEW YORK NY 10065	
(City) (State) (Zip)	
1. Name and Address of Reporting Person* Pamplona PE Investments Malta 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* <u>Pamplona Capital Management, LLP</u>					
	(First) CAPITAL MANA(VENUE, 22ND FL(
(Street) NEW YORK	NY	10065			
(City)	(State)	(Zip)			
1. Name and Address Pamplona Cap	of Reporting Person [*] ital Management	t <u>, LLC</u>			
(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 [*] <u>Pamplona Capital Management (Monaco) SAM</u>					
	(First) CAPITAL MANA(VENUE, 22ND FL(
(Street) NEW YORK	NY	10065			
(City)	(State)	(Zip)			
1. Name and Address of Reporting Person [*] Halsted John C.					
(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 [*] <u>Knaster Alexander M</u>					
(Last) (First) (Middle) C/O PAMPLONA CAPITAL MANAGEMENT LLP 667 MADISON AVENUE, 22ND FLOOR					
(Street) NEW YORK	NY	10065			
(City)	(State)	(Zip)			

Explanation of Responses:

1. 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 (Monaco) SAM, (vii) John C. Halsted, and (viii) Alexander Knaster (the foregoing, collectively, the "Reporting Persons"). 2. Pursuant to an underwriting agreement, dated April 28, 2021 (the "Underwriting Agreement"), and in connection with the initial public offering of common stock, par value \$0.01 per share (the "Common Stock") of Privia Health Group, Inc. (the "Company") by the Company, Brighton Health Group Holdings, LLC ("BHG"), the Company's parent holding company, sold 16,700,000 shares of Common Stock pursuant to the final prospectus filed by the Company on April 30, 2021, which offering was consummated on May 3, 2021 (the "Initial Public Offering"). The amount above represents the \$23.00 public offering price per share of Common Stock in the Initial Public Offering less the underwriting discount of \$1.38 per share of Common Stock. The membership interests in BHG are held by a private investor group, which includes Pamplona Capital Partners III, L.P.

3. As of May 3, 2021, as a result of the Initial Public Offering, the Reporting Persons may be deemed to beneficially own indirectly 79,178,470 shares of Common Stock by reason of the membership interests in BHG 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, Pamplona Capital Management (LC, and Pamplona Capital Management (Monaco) SAM (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.

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.	
<u>/s/ Ronan Guilfoyle, Director</u> of Pamplona Equity Advisors III Ltd	<u>05/05/2021</u>
<u>/s/ Stephen Gauci, Director of</u> <u>Pamplona PE Investments</u> <u>Malta Limited</u>	<u>05/05/2021</u>
<u>/s/ Kevin O'Flaherty,</u> <u>Designated Member of</u> <u>Pamplona Capital</u> <u>Management LLP</u>	<u>05/05/2021</u>
/s/ Stuart Thomson, Director of Pamplona PE Investments US Limited, managing member of Pamplona Capital Management LLC	<u>05/05/2021</u>
<u>/s/ Stephen Gauci,</u> <u>Administrator of Pamplona</u> <u>Capital Management</u> <u>(Monaco) SAM</u>	<u>05/05/2021</u>
/s/ John C. Halsted	<u>05/05/2021</u>
/s/ Alexander Knaster	05/05/2021
** 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.