

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>MBD Advisors, L.L.C.</u> (Last) (First) (Middle) 200 WEST STREET (Street) NEW YORK NY 10282 (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) 04/29/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	04/29/2021		P		50	A	\$29.24 ⁽³⁾	95,878,520	I ⁽¹⁾⁽²⁾⁽³⁾⁽¹⁷⁾	See footnotes
Common Stock	04/30/2021		P		300	A	\$31.52 ⁽⁴⁾	95,878,820	I ⁽¹⁾⁽²⁾⁽⁴⁾⁽¹⁴⁾⁽¹⁷⁾	See footnotes
Common Stock	04/30/2021		S		300	D	\$31.52 ⁽⁵⁾	95,878,520	I ⁽¹⁾⁽²⁾⁽⁵⁾⁽¹⁴⁾⁽¹⁷⁾	See footnotes
Common Stock	04/30/2021		P		4,400	A	\$33.72 ⁽⁶⁾	95,882,920	I ⁽¹⁾⁽²⁾⁽⁶⁾⁽¹⁴⁾⁽¹⁷⁾	See footnotes
Common Stock	04/30/2021		S		4,400	D	\$33.72 ⁽⁷⁾	95,878,520	I ⁽¹⁾⁽²⁾⁽⁷⁾⁽¹⁴⁾⁽¹⁷⁾	See footnotes
Common Stock	04/30/2021		P		2,300	A	\$34.46 ⁽⁸⁾	95,880,820	I ⁽¹⁾⁽²⁾⁽⁸⁾⁽¹⁴⁾⁽¹⁷⁾	See footnotes
Common Stock	04/30/2021		S		2,300	D	\$34.46 ⁽⁹⁾	95,878,520	I ⁽¹⁾⁽²⁾⁽⁹⁾⁽¹⁴⁾⁽¹⁷⁾	See footnotes
Common Stock	04/30/2021		P		1,100	A	\$36.09 ⁽¹⁰⁾	95,879,620	I ⁽¹⁾⁽²⁾⁽¹⁰⁾⁽¹⁴⁾⁽¹⁷⁾	See footnotes
Common Stock	04/30/2021		S		1,100	D	\$36.09 ⁽¹¹⁾	95,878,520	I ⁽¹⁾⁽²⁾⁽¹¹⁾⁽¹⁴⁾⁽¹⁷⁾	See footnotes
Common Stock	04/30/2021		P		1,900	A	\$36.73 ⁽¹²⁾	95,880,420	I ⁽¹⁾⁽²⁾⁽¹²⁾⁽¹⁴⁾⁽¹⁷⁾	See footnotes
Common Stock	04/30/2021		S		1,900	D	\$36.73 ⁽¹³⁾	95,878,520	I ⁽¹⁾⁽²⁾⁽¹³⁾⁽¹⁴⁾⁽¹⁷⁾	See footnotes
Common Stock	05/03/2021		S		16,700,000	D	\$21.62 ⁽¹⁵⁾	79,178,520	I ⁽¹⁾⁽²⁾⁽¹⁵⁾⁽¹⁶⁾⁽¹⁷⁾	See footnotes
Common Stock	05/04/2021		S		50	D	\$34.93 ⁽³⁾	79,178,470	I ⁽¹⁾⁽²⁾⁽³⁾⁽¹⁷⁾	See footnotes

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)					

Explanation of Responses:

1. This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman Sachs & Co. LLC ("Goldman Sachs"), MBD 2013, L.P. ("MBD Onshore"), MBD 2013 Offshore, L.P. ("MBD

Offshore"), MBD 2013 Holdings, L.P. ("MBD Holdings"), Broad Street Principal Investments, L.L.C. ("Broad Street"), Bridge Street 2013, L.P. ("Bridge Street Onshore"), Bridge Street 2013 Offshore, L.P. ("Bridge Street Offshore"), Bridge Street 2013 Holdings, L.P. ("Bridge Street Holdings" and, together with MBD Onshore, MBD Offshore, MBD Holdings, Broad Street, Bridge Street Onshore and Bridge Street Offshore, the "GS Funds"), MBD Advisors, L.L.C. ("MBD Advisors"), and Bridge Street Opportunity Advisors, L.L.C. ("Bridge Street Advisors" and, together with GS Group, Goldman Sachs, the GS Funds and MBD Advisors, the "Reporting Persons").

2. Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

3. These transactions in common stock, par value \$0.01 per share (the "Common Stock") of Privia Health Group, Inc. (the "Company") were affected by the Private Wealth Management division of GS Group in connection with client trade facilitation in the ordinary course of business. Without conceding that trade execution in connection with client trade facilitation in the ordinary course of business can result in liability under Section 16(b) of the Securities Exchange Act of 1934 (the "Exchange Act"), the amount of profit potentially recoverable by the Company from these reported transactions in the event that they were subject to Section 16(b) will be remitted to the Company promptly following the date hereof.

4. These transactions in Common Stock of the Company were effected by Goldman Sachs acting as agent on behalf of certain international affiliates that had entered into riskless principal trades in connection with client trade facilitation in the ordinary course of their business. With respect to these transactions, the price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$31.37 to \$31.72, inclusive. The Reporting Persons undertake to provide the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased or sold at each separate price within the ranges set forth in footnotes 4 through 13 to this Form 4.

5. These transactions in Common Stock of the Company were effected by Goldman Sachs acting as agent on behalf of certain international affiliates that had entered into riskless principal trades in connection with client trade facilitation in the ordinary course of their business. With respect to these transactions, the price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.37 to \$31.72, inclusive.

6. These transactions in Common Stock of the Company were effected by Goldman Sachs acting as agent on behalf of certain international affiliates that had entered into riskless principal trades in connection with client trade facilitation in the ordinary course of their business. With respect to these transactions, the price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$33.13 to \$34.11, inclusive.

7. These transactions in Common Stock of the Company were effected by Goldman Sachs acting as agent on behalf of certain international affiliates that had entered into riskless principal trades in connection with client trade facilitation in the ordinary course of their business. With respect to these transactions, the price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.13 to \$34.11, inclusive.

8. These transactions in Common Stock of the Company were effected by Goldman Sachs acting as agent on behalf of certain international affiliates that had entered into riskless principal trades in connection with client trade facilitation in the ordinary course of their business. With respect to these transactions, the price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$34.14 to \$34.95, inclusive.

9. These transactions in Common Stock of the Company were effected by Goldman Sachs acting as agent on behalf of certain international affiliates that had entered into riskless principal trades in connection with client trade facilitation in the ordinary course of their business. With respect to these transactions, the price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.14 to \$34.95, inclusive.

10. These transactions in Common Stock of the Company were effected by Goldman Sachs acting as agent on behalf of certain international affiliates that had entered into riskless principal trades in connection with client trade facilitation in the ordinary course of their business. With respect to these transactions, the price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$35.36 to \$36.35, inclusive.

11. These transactions in Common Stock of the Company were effected by Goldman Sachs acting as agent on behalf of certain international affiliates that had entered into riskless principal trades in connection with client trade facilitation in the ordinary course of their business. With respect to these transactions, the price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.36 to \$36.35, inclusive.

12. These transactions in Common Stock of the Company were effected by Goldman Sachs acting as agent on behalf of certain international affiliates that had entered into riskless principal trades in connection with client trade facilitation in the ordinary course of their business. With respect to these transactions, the price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$36.37 to \$37.30, inclusive.

13. These transactions in Common Stock of the Company were effected by Goldman Sachs acting as agent on behalf of certain international affiliates that had entered into riskless principal trades in connection with client trade facilitation in the ordinary course of their business. With respect to these transactions, the price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.37 to \$37.30, inclusive.

14. Without conceding that riskless principal trades in connection with client trade facilitation in the ordinary course of business can result in liability under Section 16(b) of the Exchange Act, the amount of profit potentially recoverable by the Company from these reported transactions in the event that they were subject to Section 16(b) will be remitted to the Company promptly following the date hereof.

15. Pursuant to an underwriting agreement, dated April 28, 2021 (the "Underwriting Agreement"), and in connection with the initial public offering of Common Stock 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 the GS Funds.

16. As of May 4, 2021, as a result of the Initial Public Offering, GS Group and Goldman Sachs may be deemed to beneficially own indirectly 79,178,470 shares of Common Stock by reason of the membership interests in BHG held by Broad Street, MBD Holdings, and Bridge Street Holdings. Affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner, managing member or member of the GS Funds. Each of Goldman Sachs and Broad Street is a subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the GS Funds.

17. Each of the Reporting Persons 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 Reporting Person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Exchange Act, or for any other purpose. Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of the GS Funds. Affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner or investment manager of the GS Funds.

[MBD Advisors, L.L.C. /s/](#)

[Jamison Yardley, Attorney-in- 05/05/2021](#)
[fact](#)

** 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.