
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

PRIVIA HEALTH GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-3599420
(I.R.S. Employer
Identification No.)

**950 N. Glebe Rd., Suite 700
Arlington, VA 22203
(571) 366-8850**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Privia Health Group, Inc. 2021 Omnibus Incentive Plan
(Full title of the plan)

**Edward Fargis
Executive Vice President and General Counsel
Privia Health Group, Inc.
950 N. Glebe Rd., Suite 700
Arlington, VA 22203
(571) 366-8850**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

**Pamela L. Marcogliese
Freshfields US LLP
3 World Trade Center
175 Greenwich Street
New York, NY 10007
(212) 277-4016**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed to register an additional 19,721,419 shares of common stock, par value \$0.01 per share (the “Common Stock”), of Privia Health Group, Inc. (the “Registrant”), to be issuable pursuant to equity awards granted pursuant to the Registrant’s 2021 Omnibus Incentive Plan (the “Incentive Plan”). The additional shares described above are of the same class as other securities relating to the Incentive Plan for which the Registrant’s registration statement filed on [Form S-8, File No. 333-255598](#) (filed with the Securities and Exchange Commission (the “SEC”) on April 28, 2021) is effective and the contents of which are incorporated herein by reference, except to the extent supplemented, amended, or superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated herein by reference:

- (a) The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023, filed with the Commission on February 27, 2024;
- (b) All reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") since the end of the fiscal year covered by the Registrant's Annual Report on Form 10-K referred to in clause (a) above; and
- (c) The description of the Registrant's capital stock which is contained in the Registrant's Registration Statement on [Form 8-A](#) (Registration No. 001-40365), dated April 26, 2021, including any amendments or supplements thereto.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, are incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents; except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the General Corporation Law of the State of Delaware (the "DGCL") provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent to the Registrant. The DGCL provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise. The Registrant's certificate of incorporation provides for indemnification by the Registrant of its directors, officers and employees to the fullest extent permitted by the DGCL. The Registrant has entered into indemnification agreements with each of its current directors and executive officers to provide these directors and executive officers additional contractual assurances regarding the scope of the indemnification set forth in the Registrant's certificate of incorporation and bylaws and to provide additional procedural protections. There is no pending litigation or proceeding involving a director or executive officer of the Registrant for which indemnification is sought.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, and to provide, subject to conditions and limitations therefor set forth therein, for the elimination of personal monetary liability for certain officers in connection with direct claims brought by stockholders, in each case except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for unlawful payments of dividends or unlawful stock purchases, redemptions or other distributions, or (iv) for any transaction from which the director derived an improper personal benefit. The Registrant's certificate of incorporation provides for such limitation of liability.

The Registrant maintains standard policies of insurance under which coverage is provided (a) to its directors and officers against loss rising from claims made by reason of breach of duty or other wrongful act, and (b) to the Registrant with respect to payments which may be made by the Registrant to such officers and directors pursuant to the above indemnification provision or otherwise as a matter of law.

Item 8. Exhibits.

See the Exhibit Index below for a list of exhibits filed as part of this Registration Statement on Form S-8, which Exhibit Index is incorporated herein by reference.

Exhibit Number	Exhibit Document
5.1*	Opinion of Freshfields US LLP
23.1*	Consent of Freshfields US LLP (included in Exhibit 5.1)
23.2*	Consent of PricewaterhouseCoopers LLP
24.1*	Power of Attorney (included as part of the signature page of this Registration Statement)
99.1	Privia Health Group, Inc. 2021 Omnibus Incentive Plan (incorporated by reference to Exhibit 99.1 to the Registration Statement on Form S-8 filed with the Commission on April 28, 2021 (File No. 333-255598))
107.1*	Filing Fee Table

* Exhibits marked with an asterisk (*) are filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Arlington, State of Virginia on the 7th day of November, 2024.

PRIVIA HEALTH GROUP, INC.

By: /s/ Edward Fargis

Edward Fargis

Executive Vice President and General Counsel

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, constitutes and appoints Edward Fargis and Anita Beth Adams, and each of them, our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which said attorneys-in-fact and agents may deem necessary or advisable in order to enable Privia Health Group, Inc. to comply with the Securities Act of 1933, as amended, and any requirements of the Securities and Exchange Commission in respect thereof, in connection with the filing with the Securities and Exchange Commission of one or more registration statements on Form S-8 under the Securities Act of 1933, as amended, including, specifically, but without limitation, power and authority to sign the name of the undersigned to any such registration statement, and any amendments to any such registration statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, to sign any and all applications, registration statements, notices or other documents necessary or advisable to comply with applicable state securities laws, and to file the same, together with other documents in connection therewith with the appropriate state securities authorities, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Parth Mehrotra</u> Parth Mehrotra	Chief Executive Officer and Director (Principal Executive Officer)	November 7, 2024
<u>/s/ David Mountcastle</u> David Mountcastle	Executive Vice President & Chief Financial Officer (Principal Financial and Accounting Officer)	November 7, 2024
<u>/s/ David King</u> David King	Chairman of the Board of Directors	November 7, 2024
<u>/s/ Adam Boehler</u> Adam Boehler	Director	November 7, 2024
<u>/s/ Nancy Coccozza</u> Nancy Coccozza	Director	November 7, 2024
<u>/s/ Pamela Kimmet</u> Pamela Kimmet	Director	November 7, 2024
<u>/s/ Patricia Maryland</u> Patricia Maryland	Director	November 7, 2024
<u>/s/ Thomas McCarthy</u> Thomas McCarthy	Director	November 7, 2024
<u>/s/ Shawn Morris</u> Shawn Morris	Director	November 7, 2024
<u>/s/ Jaewon Ryu</u> Jaewon Ryu	Director	November 7, 2024
<u>/s/ David Wichmann</u> David Wichmann	Director	November 7, 2024

FRESHFIELDS

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950 N. Glebe Rd.
Suite 700
Arlington, VA 22203

New York

3 World Trade Center
175 Greenwich Street
New York, NY 10007

T +1 (212) 277-4000

freshfields.us

November 7, 2024

Ladies and Gentlemen:

Privia Health Group, Inc., a Delaware corporation (the “*Company*”), has filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (the “*Registration Statement*”) for the purpose of registering under the Securities Act of 1933, as amended (the “*Securities Act*”), an aggregate of 19,721,419 shares of its common stock, par value \$0.01 per share (the “*Securities*”), to be issuable pursuant to equity awards granted pursuant to its 2021 Omnibus Incentive Plan (the “*Plan*”).

We, as your counsel, have examined originals or copies of such documents, corporate records, certificates of public officials, and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate, and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

Based upon the foregoing, and subject to the additional assumptions and qualifications set forth below, we advise you that in our opinion the Securities, when and to the extent issued, delivered, and paid for in accordance with the Plan, will be validly issued, fully paid, and non-assessable.

We are members of the Bars of the States of New York and California, and the foregoing opinion is limited to the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Freshfields US LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Privia Health Group, Inc. of our report dated February 27, 2024 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Privia Health Group, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers LLP
Washington, District of Columbia
November 7, 2024

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

Privia Health Group, Inc.
(Exact name of registrant as specified in its charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value per share	Other ⁽³⁾	16,503,780 ⁽²⁾	\$18.84 ⁽³⁾	\$310,931,215.20	\$153.10 per \$1,000,000	\$47,603.57
Equity	Common Stock, \$0.01 par value per share	Other ⁽⁵⁾	3,217,639 ⁽⁴⁾	\$23.25 ⁽⁵⁾	\$74,810,106.75	\$153.10 per \$1,000,000	\$11,453.43
Total Offering Amounts					\$385,741,321.95		\$59,057.00
Total Fee Offsets ⁽⁶⁾							—
Net Fee Due							\$59,057.00

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 (this “Registration Statement”) shall also cover any additional shares of the common stock, \$0.01 par value per share (“common stock”) of Privia Health Group, Inc. (“Privia”), that become issuable under its 2021 Omnibus Incentive Plan (the “Plan”) by reason of any stock split, stock dividend, recapitalization, or any other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of common stock.
- (2) Represents additional shares of common stock available for issuance under the Plan as a result of the automatic annual increase in the number of such shares available pursuant to the terms of and subject to the conditions provided in the Plan.
- (3) This Proposed Maximum Offering Price Per Share has been estimated in accordance with Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee. The computation is based upon the average of the high (\$19.15) and low (\$18.52) prices of common stock as reported on the Nasdaq Global Select Market on November 1, 2024 (which is within five business days prior to the date of filing of this Registration Statement).
- (4) Represents shares of common stock available for issuance upon exercise of outstanding stock options granted pursuant to the Plan.
- (5) This Proposed Maximum Offering Price Per Share has been estimated in accordance with Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee and based on \$23.25, which is the weighted-average exercise price at which the subject options may be exercised.
- (6) Privia does not have any fee offsets.