

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 16, 2021

**Privia Health Group, Inc.**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**950 N. Glebe Rd.,  
Suite 700  
Arlington, Virginia**  
(Address of Principal Executive Offices)

**001-40365**  
(Commission  
File No.)

**(571) 366-8850**  
Registrant's telephone number, including area code

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

**22203**  
(Zip Code)

**Not Applicable**  
(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2 (b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	PRVA	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**Item 7.01 Regulation FD Disclosure.**

We are furnishing this Current Report on Form 8-K to furnish materials that will be provided at meetings with institutional investors or analysts. The materials are attached as Exhibit 99.1 to this Current Report on Form 8-K, are incorporated into this Item 7.01 by reference and are available on our investor relations website at [ir.priviahealth.com](http://ir.priviahealth.com). This information may be amended or updated at any time and from time to time through another Current Report on Form 8-K, a later company filing, or other means.

The information in this Current Report on Form 8-K (including the exhibit) is furnished pursuant to Item 7.01 and shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information in the Report that is required to be disclosed solely by Regulation FD.

We do not have, and expressly disclaim, any obligation to release publicly any updates or any changes in our expectations or any change in events, conditions, or circumstances on which any forward-looking statement is based.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibit:

<b>Exhibit No.</b>	<b>Description</b>
99.1	Privia Health Group, Inc. Investor Presentation Slides - June 2021

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 16, 2021

PRIVIA HEALTH GROUP, INC.

By: /s/ David Mountcastle

Name: David Mountcastle

Title: Chief Financial Officer and Authorized Officer

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EXHIBIT INDEX

Exhibit Number	Description
99.1	<a href="#">Privia Health Group, Inc. Investor Presentation Slides - June 2021</a>



Empowering Physicians  
**TRANSFORMING  
HEALTHCARE**

Investor Presentation  
June 2021



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# Disclaimer

## Forward-Looking Statements

This presentation contains forward-looking statements that express the Company's opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results that include, but are not limited to: 2021 financial guidance and other projections and forecasts. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond the Company's control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described in filings with the Securities and Exchange Commission ("SEC"), including those under "Risk Factors" therein. Should one or more of these risks or uncertainties materialize, or should any of the assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. Forward-looking statements speak only as of the date made. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

## Use of Non-GAAP Financial Information

In order to provide investors with greater insight, promote transparency and allow for a more comprehensive understanding of the information used by management in its financial and operational decision-making, the Company supplements its condensed consolidated financial statements presented on a GAAP basis herein with certain non-GAAP financial information, including: Care Margin; Platform Contribution; Platform Contribution margin; Adjusted EBITDA; and Adjusted EBITDA margin. Reconciliations of these non-GAAP measures to their most directly comparable GAAP measures are included in the financial schedules in the Appendix of this presentation, as well as in the Company's quarterly financial press releases and related Form 8-K filings with the SEC. This information can be accessed for free by visiting [www.priviahealth.com](http://www.priviahealth.com) or [www.sec.gov](http://www.sec.gov).

Management has not reconciled forward-looking non-GAAP measures to its most directly comparable GAAP measure of Operating Income and Net Income. This is because the Company cannot predict with reasonable certainty and without unreasonable efforts the ultimate outcome of Care Margin, Platform Contribution or Adjusted EBITDA due to market-related assumptions that are not within our control as well as certain legal or advisory costs, tax costs or other costs that may arise. For these reasons, management is unable to assess the probable significance of the unavailable information, which could materially impact the amount of the future directly comparable GAAP measures.



## Our Mission and Vision

### OUR MISSION

Transform healthcare to enable doctors and their teams to focus on keeping people healthy

### WHO WE ARE

National physician platform transforming the healthcare delivery experience

### WHAT WE DO

Provide tailored solutions for physicians and providers, creating value and securing their future



**WE KNOW  
doctors.**

**WE ENABLE  
better outcomes.**

**TOGETHER  
we move markets.**

## Privia Health: Investment Highlights



Proven and Scalable for All  
Provider Types, Patients &  
Reimbursement Models



Multiple Drivers for  
Future Growth with  
a Large TAM



Comprehensive  
Technology Solution Built  
for Providers



Profitable,  
Capital-Efficient Profile



Aligned with Provider  
Financial Success while  
Preserving Ownership  
Structure



Highly Experienced  
Executive and Physician  
Leadership Team

# Moving Markets Toward Value -Based Care At Scale



# Building a National Footprint

## Privia Timeline



## Current Market Presence

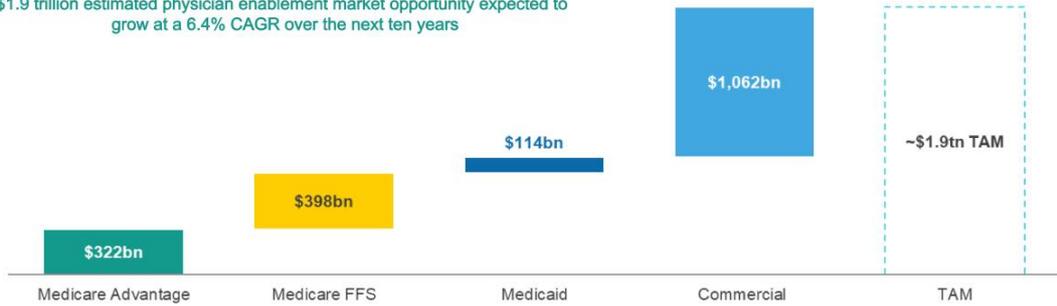
**2,648** Implemented Providers  
**650+** Care Center Locations  
**80M+** Addressable Population  
**70+** MPAs (20 in top 100)  
**6** States (plus D.C.)



# Significant Whitespace Exists Across Our End Markets

The Privia Solution Addresses a Large Market Ripe for Disruption With Significant Opportunity for Further Growth

~\$1.9 trillion estimated physician enablement market opportunity expected to grow at a 6.4% CAGR over the next ten years



✓ Privia succeeds across reimbursement environments and payment models

✓ Privia can expand & scale across multiple, diverse markets

Privia has 2,648 implemented providers out of over 1 million total active providers in the U.S.



Source: Kaiser Family Foundation, Nephron Research. "The Dawn of Physician Enablement: Defining Healthcare in the 2020s." January 20, 2021. Statista

# Proven, Scalable and Flexible Operating Model

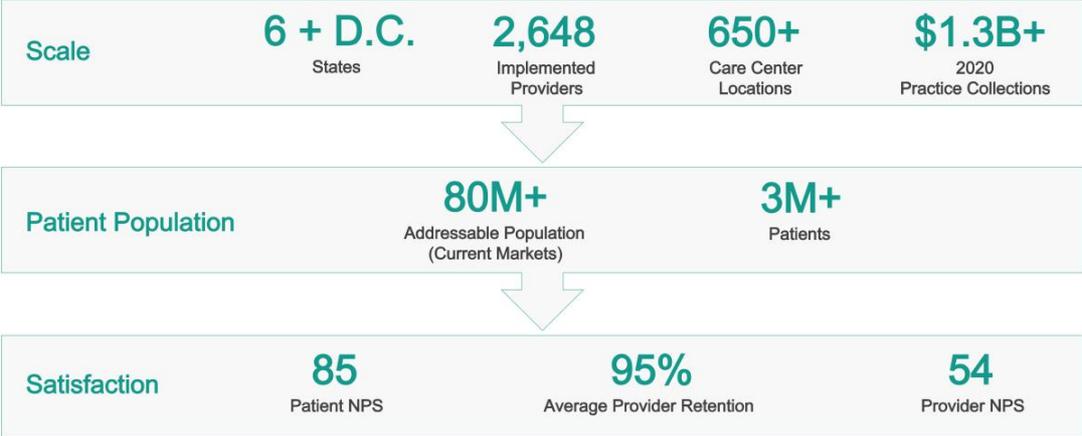
- Single Tax-ID Medical Group in each local market– a primary care centric delivery network in each market
- Management services and clinical organization enabled by the Privia Technology Solution
- Market specific strategies — Accountable Care Organizations and ancillary services based on market dynamics
- Recognize practice collections across all of our providers
  - Under fee-for-service contracts, Privia keeps a percentage of total collections
  - Under value-based care constructs, Privia collects a per member per month (“PMPM”) fee and a portion of the shared savings generated



# Differentiated Model Organizes Cost -Efficient Provider Networks



# Tech-Driven Physician Enablement Platform At Scale



## Differentiated Value -Based Care (VBC) Opportunity



- VBC participation across Commercial, Medicare Advantage, Medicare & Medicaid
- Significant opportunity to move attributed lives into full-risk arrangements over time
- Interests aligned with provider groups sharing upside/downside risk with Privia Health
- Practice Collections & Revenue today reflect only shared savings, not premium MA dollars
- Decades of leadership experience in managing and underwriting risk

### VBC Results

**\$430M+**  
Total Shared Savings

**92%**  
Quality Score (MSSP)

**61%**  
Lower Hospitalization <sup>2</sup>

**47%**  
Lower Emergency Room Visits<sup>2</sup>



<sup>1</sup> Medicare Advantage lives also included in Government lives.

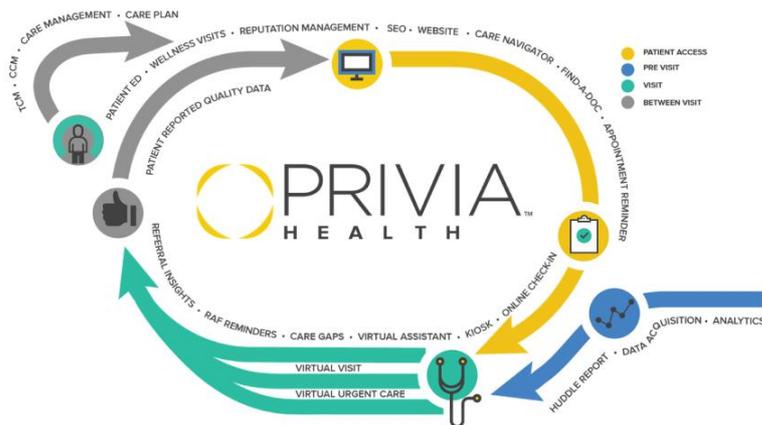
<sup>2</sup> Results from patients who meet with a Privia Provider annually for wellness and preventive care.



# Methodical Process Helps Providers Move Towards Value



# Proprietary, End-to-End Tech Solution Enables Providers to Practice More Efficiently and Focus on Patient Care



- Proprietary end-to-end, cloud-based technology solution enabling scalable operations across providers and multiple markets
- Enhances workflows in both fee-for-service and value-based care settings across the continuum of care in 200+ payer contracts
- Increases patient engagement across all stages, including pre-visit preparation, live / virtual visit, and post-visit follow up

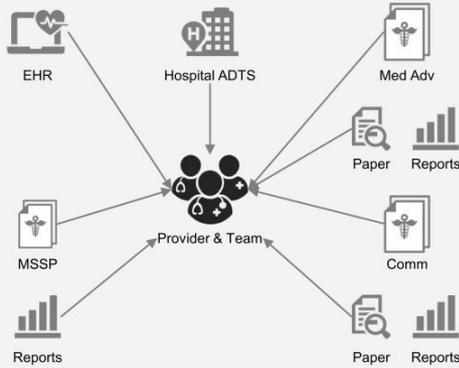
We provide physicians with a comprehensive and differentiated technology solution that eliminates the need to buy and integrate more than 30 point solutions



# The Privia Technology Solution Creates an Integrated Experience for Providers and Patients

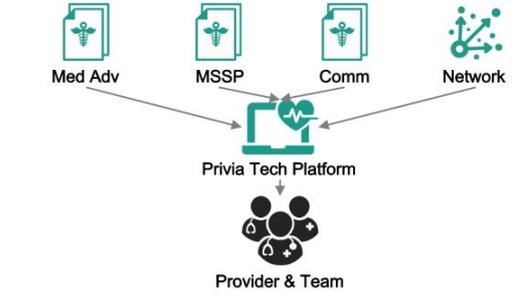
## Old Way

Confusion and disorganization as a result of an onslaught of information from disparate sources



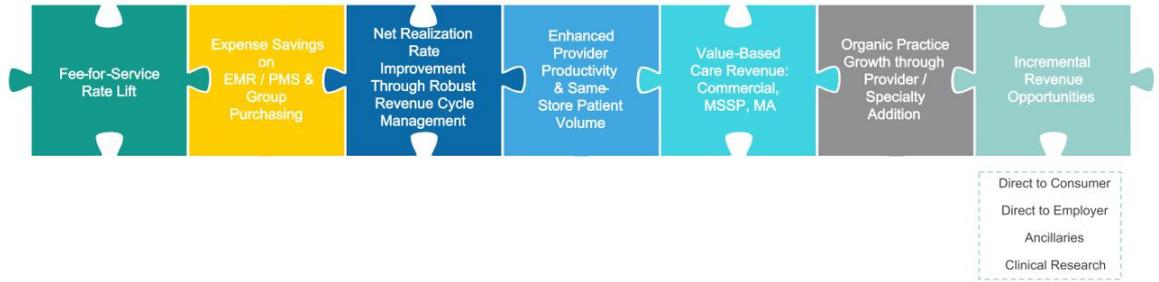
## The Privia Way

Privia manages complexity to create a unified workflow and experience for providers, staff, and patients



The Privia solution acquires data from across the healthcare ecosystem for a single view of the patient

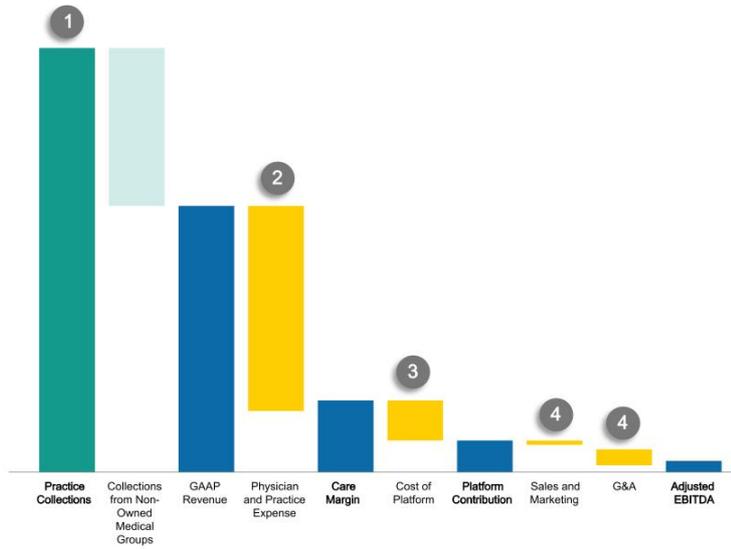
# Delivering Demonstrable Value to Our Providers



# Positioned to Monetize Our Platform and Drive Growth



# Privia Health: Economic Model <sup>1</sup>

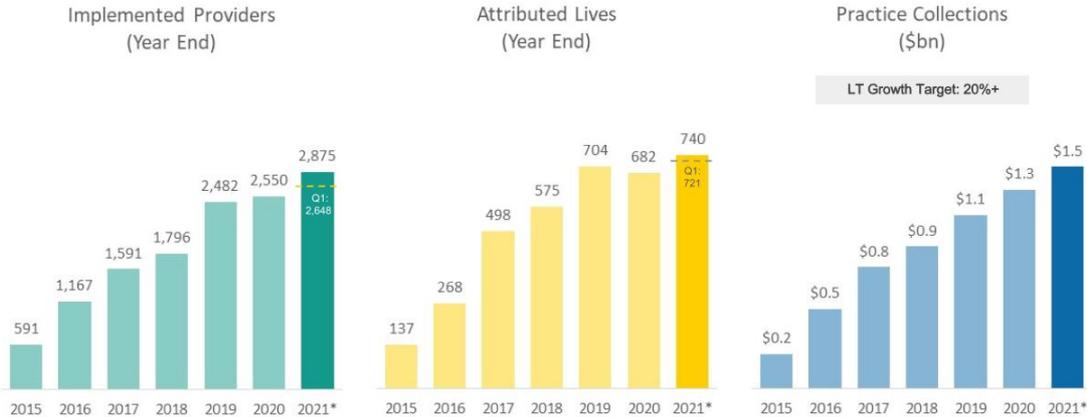


- 1 **Practice Collections:** FFS collections and VBC payments (care management PMPMs and shared savings) across all markets and all payer contracts
- 2 **Physician and Practice Expense:**
  - a. Medical costs
  - b. Physician and provider payments
  - c. Provider share of surplus in VBC contracts
  - d. Cost to build and operate care center locations
- 3 **Cost of Platform:** Privia direct operating costs to support all FFS and VBC operations
- 4 **Sales and Marketing, G&A:** Sales and marketing, technology platform development and corporate G&A costs



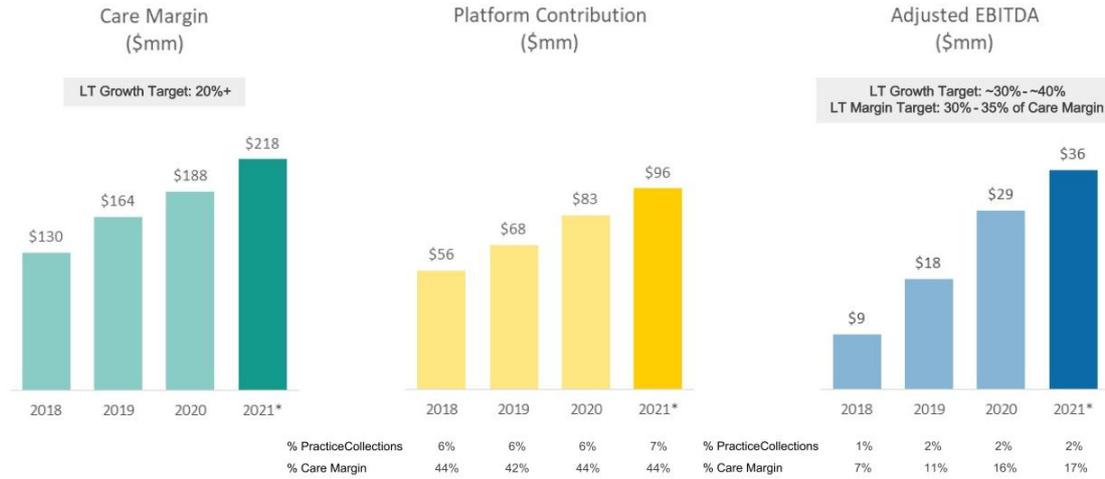
1. The chart above is for illustrative purposes only and does not reflect either historical or future financial performance.

# The Privia Platform is Scaling Rapidly



\* The 2021 guidance contained in this slide represents midpoint of guidance provided on May 27, 2021, which is not being updated or confirmed hereby.

# Improving Margins Over Time



\* The 2021 guidance contained in this slide represents midpoint of guidance provided on May 27, 2021, which is not being updated or confirmed hereby.

## FY'21 Guidance as of May 27, 2021

<i>(\$ in millions)</i>	FY 2020 Actual	FY 2021 Guidance		Y - Y % Change from FY 2020	
		<i>Low</i>	<i>High</i>	<i>Low</i>	<i>High</i>
Implemented Providers	2,550	2,850	2,900	11.8%	13.7%
Attributed Lives	682,000	730,000	750,000	7.0%	10.0%
Practice Collections	\$ 1,301.1	\$ 1,445	\$ 1,465	11.1%	12.6%
GAAP Revenue	\$ 817.1	\$ 860	\$ 880	5.3%	7.7%
Care Margin	\$ 187.6	\$ 215	\$ 221	14.6%	17.8%
Platform Contribution	\$ 82.6	\$ 93	\$ 98	12.6%	18.6%
Adjusted EBITDA	\$ 29.4	\$ 34	\$ 38	15.6%	29.3%



\* FY 2021 guidance was provided on May 27, 2021, and is not being updated or confirmed hereby.

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## Other FY'21 Guidance Assumptions

- Fully diluted weighted average shares outstanding of 110 - 120M, including pre-IPO period
- Non-cash stock compensation expense of \$195 - \$205M in 2Q'21 and \$245 - \$255M for FY'21<sup>†</sup>
- Pro forma 1Q'21 cash of ~\$293.9M\*\* with total debt of \$33.9M
- Capital expenditures of < \$1M
- Effective tax rate of 25 - 27%

Note: FY 2021 guidance was provided on May 27, 2021, and is not being updated or confirmed hereby.

<sup>†</sup> Non-cash stock compensation expense primarily related to the stock option plan modification and additional equity grants in connection with the IPO

<sup>\*\*</sup> Pro forma cash includes \$81.9 million in cash and cash equivalents at March 31, 2021 and approximately \$212.0 million in net proceeds from the Privia Health initial public offering and private placement that closed on May 3, 2021

# 1Q'21 Performance



<sup>1</sup> Solid bar represents government lives and shaded bar represents commercial lives. Note: Any slight variations in percentage calculations due to rounding. For reconciliations of Care Margin to Operating Income, Platform Contribution to Operating Income, and Adjusted EBITDA to Net Income, please see the Appendix.

## Privia Health: Investment Highlights



Proven and Scalable for All  
Provider Types, Patients &  
Reimbursement Models



Multiple Drivers for  
Future Growth with  
a Large TAM



Comprehensive  
Technology Solution Built  
for Providers



Profitable,  
Capital-Efficient Profile



Aligned with Provider  
Financial Success while  
Preserving Ownership  
Structure

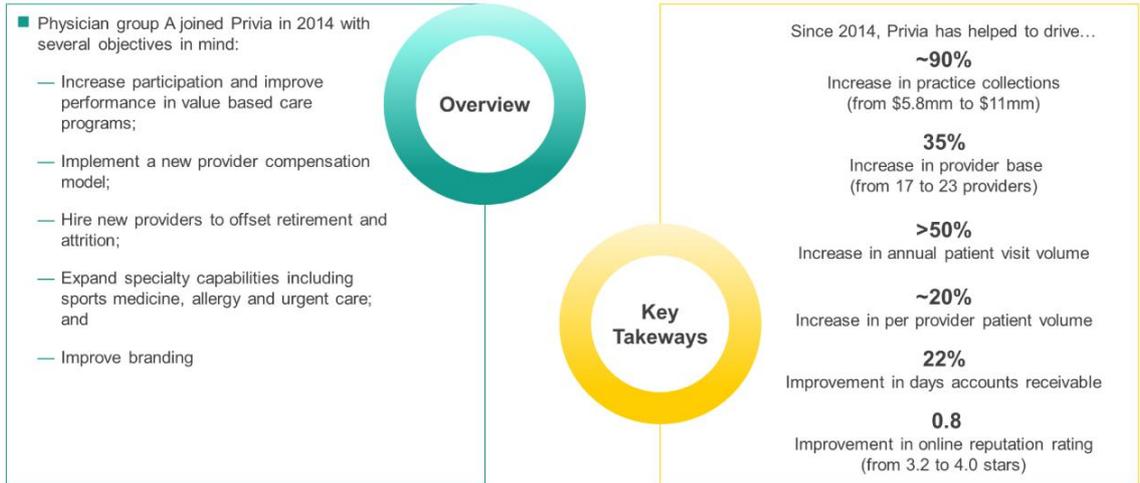


Highly Experienced  
Executive and Physician  
Leadership Team



# APPENDIX

# Case Study: Driving Performance for Physician Group “A” Partnership <sup>1</sup>





# Case Study: Driving Growth in Our Mid-Atlantic Market

- Established presence in Mid-Atlantic market in 2013 and drove rapid growth across platform
- Demonstrated power of model to enter market and expand provider density, while moving market to value based care



## Key Takeaways

### Privia Growth<sup>1</sup>

- ✓ **~270%** Growth In Implemented Providers
- ✓ **~6%** Increase In Market Share
- ✓ **77%** CAGR In Attributed Lives
- ✓ **~\$450mm** Increase In Fee-for-service Practice Collections
- ✓ **\$245mm** Total Shared Savings (2014 Through 2019)

### Provider Revenue Growth<sup>2</sup>

- ✓ **20%** Fee-for-service Revenue Increase Driven By:
  - ❖ **5%** Increase In Revenue Per Provider
  - ❖ **14%** Provider Base Expansion
- ✓ **116%** Increase In Value based Care Revenue Driven By:
  - ❖ **90%** Increase In Revenue Per Provider
  - ❖ **14%** Provider Base Expansion



1. From 2014 to 2020
2. Cohort of 76 Mid-Atlantic primary care providers who have been a part of Privia for at least five years

# Case Study: Establishing an Anchor Partnership in a New Market with Health System “A” and Driving Growth

Entered Florida market in 2019 through partnership with Health System A, which engaged Privia to:

- Implement ambulatory technology solution across the Health System A Medical Group
- Streamline operations and improve clinical and quality outcomes
- Establish a partnership to grow and expand medical group statewide

## Key Takeaways

The relationship with Health System A as an anchor customer enabled Privia to grow across all of Florida:

- ✓ Launched a new medical group for private physicians as alternative alignment vehicle to employment
- ✓ Accelerated the shift of the market to value based care, generating \$15mm in gross savings in 2020 with our Medicare Advantage value-based arrangement

# Reconciliation of Operating Income to Care Margin <sup>1</sup>

(in thousands)	Year Ended December 31,		
	2020	2019	2018
Operating Income	\$ 25,380	\$ 16,062	\$ 2,155
Depreciation and amortization	1,843	1,427	1,070
General and administrative	44,016	41,827	41,497
Sales and marketing	11,343	9,156	11,737
Cost of platform	105,006	95,256	73,227
Total care margin	<u>\$187,588</u>	<u>\$163,728</u>	<u>\$129,686</u>



(1) Care Margin is total revenue less the sum of physician and practice expense.

# Reconciliation of Operating Income to Care Margin <sup>1</sup>

(unaudited and \$ in thousands)	For the Three Months Ended March 31,	
	2021	2020
Operating income	\$ 7,907	\$ 6,496
Depreciation and amortization	445	338
General and administrative	13,996	10,989
Sales and marketing	3,184	2,452
Cost of platform	26,962	27,561
Care margin	\$ 52,494	\$ 47,836



(1) Care Margin is total revenue less the sum of physician and practice expense.

## Reconciliation of Operating Income to Platform Contribution <sup>2</sup>

(in thousands)	Year Ended December 31,		
	2020	2019	2018
Operating Income	\$25,380	\$16,062	\$ 2,155
Depreciation and amortization	1,843	1,427	1,070
General and administrative	44,016	41,827	41,497
Sales and marketing	11,343	9,156	11,737
Total platform contribution	<u>\$82,582</u>	<u>\$68,472</u>	<u>\$56,459</u>



(2) Platform Contribution is total revenue less the sum of physician and practice expense and cost of platform.

## Reconciliation of Operating Income to Platform Contribution <sup>2</sup>

(unaudited; \$ in thousands)	For the Three Months Ended March 31,	
	2021	2020
Operating income	\$ 7,907	\$ 6,496
Depreciation and amortization	445	338
General and administrative	13,996	10,989
Sales and marketing	3,184	2,452
Platform contribution	<u>\$ 25,532</u>	<u>\$ 20,275</u>



(2) Platform Contribution is total revenue less the sum of physician and practice expense and cost of platform.

## Reconciliation of Net Income to Adjusted EBITDA <sup>3</sup>

(in thousands)	Year Ended December 31,		
	2020	2019	2018
Net income (loss)	\$31,244	\$ 8,244	\$(3,044)
Net loss attributable to non-controlling interests	(340)	(299)	(1,145)
(Benefit from) provision for income taxes	(7,441)	1,207	(76)
Interest expense	1,917	6,910	6,420
Depreciation and amortization	1,843	1,427	1,070
Stock-based compensation <sup>(1)</sup>	484	207	1,941
Severance costs <sup>(2)</sup>	11	32	2,987
Other expenses <sup>(3)</sup>	1,654	398	778
Adjusted EBITDA	<u>\$29,372</u>	<u>\$18,126</u>	<u>\$ 8,931</u>



(3) Adjusted EBITDA is net income (loss) attributable to Privia Health Group, Inc. shareholders and subsidiaries excluding minority interests, provision (benefit) for income taxes, interest income, interest expense, depreciation and amortization, stock-based compensation, severance charges and other non-recurring expenses.  
 Note: 2020 actuals exclude public company costs.

## Reconciliation of Net Income to Adjusted EBITDA <sup>3</sup>

(unaudited; amounts in thousands)	For the Three Months Ended March 31,	
	2021	2020
Net income	\$ 5,398	\$ 5,414
Net income (loss) attributable to non-controlling interests	218	(85)
Provision for income taxes	2,000	700
Interest expense	291	467
Depreciation and amortization	445	338
Stock-based compensation	101	121
Other expenses	1,494	100
Adjusted EBITDA	\$ 9,947	\$ 7,055



(3) Adjusted EBITDA is net income (loss) attributable to Privia Health Group, Inc. shareholders and subsidiaries excluding minority interests, provision (benefit) for income taxes, interest income, interest expense, depreciation and amortization, stock-based compensation, severance charges and other non-recurring expenses.



**Thank You**

[PriviaHealth.com](http://PriviaHealth.com)

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Phone: 817.783.4841



