

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

**FORM 8-K/A**

**(Amendment No. 1)**

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

Date of Report (Date of earliest event reported): May 22, 2024

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

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

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

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

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

**22203**  
(Zip Code)

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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.

## Explanatory Note

On May 22, 2024, Privia Health Group, Inc. (the “Company”) filed a Current Report on Form 8-K with the Securities and Exchange Commission (the “SEC”) disclosing, among other things, the results of its 2024 annual meeting of shareholders (the “Original Report”) held on May 22, 2024 (the “Annual Meeting”). This Current Report on Form 8-K/A amends and restates Item 5.07 of the Original Report to correct the voting results reported for Proposal No. 2, for which the number of Votes Against was inadvertently overstated in the Original Report.

As required by Rule 12b-15 under the Securities Exchange Act of 1934, the Company has set forth the complete text of Item 5.07 of the Original Report, as amended hereby.

### Item 5.07 Submission of Matters to a Vote of Security Holders

On May 22, 2024, the Company held the Annual Meeting via live webcast. At the Annual Meeting, the Company’s stockholders approved all five proposals.

#### Proposal No. 1: Election of directors.

The following four nominees were elected to serve as Class II directors for a term expiring at the Company’s 2027 Annual Meeting of Stockholders, or until such director’s respective successor is duly elected and qualified or such director’s earlier death, resignation or removal.

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Thomas McCarthy	99,268,746	3,905,963	11,085,362
Parth Mehrotra	102,934,560	1,005,791	10,319,720
Dr. Jaewon Ryu	99,347,055	3,827,654	11,085,362
William (Bill) Sullivan	65,283,936	37,861,267	11,114,868

#### Proposal No. 2: Approval, on an advisory (non-binding) basis, of the compensation of our named executive officers.

The Company’s stockholders approved, on a non-binding basis, the compensation of our named executive officers.

Votes For	Votes Against	Abstentions	Broker Non-Votes
96,616,303	2,663,618	4,660,430	10,319,720

#### Proposal No. 3: Ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024.

The appointment of PricewaterhouseCoopers LLP was ratified.

Votes For	Votes Against	Abstentions	Broker Non-Votes
110,149,647	95,394	4,015,030	—

#### Proposal No. 4: Amend and restate the Company’s amended and restated certificate of incorporation (the “Charter”) to remove supermajority voting standards.

The proposal to amend and restate the Charter to remove supermajority voting provisions was approved.

Votes For	Votes Against	Abstentions	Broker Non-Votes
99,807,247	96,832	4,036,272	10,319,720

**Proposal No. 5: Amend and restate the Company’s Charter to allow for exculpation of officers as permitted by Delaware law.**

The proposal to amend and restate the Charter to remove or limit the personal liability of officers to the extent permitted under the Delaware General Corporation Law was approved.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
92,992,974	6,924,331	4,023,045	10,319,721

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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: May 29, 2024

PRIVIA HEALTH GROUP, INC.

By: /s/ David Mountcastle

Name: David Mountcastle

Title: Executive Vice President, Chief Financial Officer and Authorized Officer