

**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): May 24, 2023

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.

Item 5.07 Submission of Matters to a Vote of Security Holders

On May 24, 2023, Privia Health Group, Inc. (the "Company") held its 2023 Annual Meeting of Stockholders (the "Annual Meeting") via live webcast. At the Annual Meeting, a total of 99,802,583 shares of our common stock, out of a total of 115,361,511 shares of common stock outstanding and entitled to vote, were represented in person or by proxy. Set forth below are the final voting results for each proposal submitted to vote of the stockholders at the meeting.

Proposal No. 1: Election of directors.

The Company's stockholders elected the following three nominees to serve as Class I directors for a term expiring at the Company's 2024 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.

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Jeff Bernstein	67,487,729	28,550,060	3,764,794
Nancy Cocozza	95,399,110	655,051	3,748,422
David King	75,996,511	20,041,278	3,764,794

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

The Company's stockholders adopted, by an advisory vote, a resolution to hold future advisory votes on the compensation of the Company's named executive officers every year.

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
95,797,349	2,341	245,006	9,465	3,748,422

Given the stockholders' adoption of a non-binding resolution to hold future advisory votes on the compensation of the Company's named executive officers every year, on May 24, 2023, the Company's board of directors considered the outcome of this advisory vote and determined that future advisory votes on the compensation of the Company's named executive officers will be held every year. The Company's board of directors will re-evaluate this determination after the next stockholder advisory vote on the frequency of future advisory votes on the compensation of the Company's named executive officers.

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, 2023.

The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2023 was ratified by the Company's stockholders as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
99,741,933	51,735	8,915	—

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 25, 2023

PRIVIA HEALTH GROUP, INC.

By: /s/ David Mountcastle

Name: David Mountcastle

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