

**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): March 30, 2022

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 30, 2022, the Board of Directors (the “Board”) of Privia Health Group, Inc. (the “Company”) increased the size of the Board from nine to ten directors and elected Nancy Coccozza to fill the newly created vacancy on the Board, effective April 1, 2022. The Board also appointed Ms. Coccozza to the Audit Committee of the Board, to replace Will Sherrill who ceased to serve on the Audit Committee on April 1, 2022.

The Board has found Ms. Coccozza to be independent in accordance with the independence standards of the rules of The Nasdaq Stock Market and the heightened independence standard for Audit Committee service. There are no arrangements or understandings between Ms. Coccozza and any other persons pursuant to which Ms. Coccozza was selected as a director, and there are no transactions in which Ms. Coccozza has a direct or indirect material interest requiring disclosure under Item 404(a) of Regulation S-K.

Ms. Coccozza will participate in the Company’s standard compensation program for non-employee directors, as determined by the Board from time to time and described in the section entitled “Board Structure and Compensation of Directors” in the Company’s Registration Statement on Form S-1, which was filed with the Securities and Exchange Commission on November 16, 2021, including an initial restricted stock unit award covering an amount of shares of the Company’s common stock equal to \$175,000 divided by the 30 day trailing average stock price of the Company’s common stock the date of grant, which will be April 1, 2022. Additionally, in connection with her election to the Board, Ms. Coccozza will enter into a standard indemnification agreement with the Company.

Item 7.01 Regulation FD Disclosure.

On March 31, 2022, the Company issued a press release announcing the election of Ms. Coccozza to the Board. A copy of the Company’s press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in this Item 7.01 and Exhibit 99.1 hereto 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, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibit:

Exhibit No.	Description
99.1	Press release dated March 31, 2022
104	Cover Page Interactive Data File (formatted as inline XBRL).



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: March 31, 2022

PRIVIA HEALTH GROUP, INC.

By: /s/ Shawn Morris

Name: Shawn Morris

Title: Chief Executive Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press release dated March 31, 2022
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Nancy Coccozza Joins Privia Health's Board of Directors

ARLINGTON, VA – March 31, 2022 – Privia Health Group, Inc. (Nasdaq: PRVA) today announced the addition of Nancy Coccozza to its Board of Directors, increasing its Board to ten members. Ms. Coccozza, a former senior vice president and Medicare business leader with Aetna, will also serve on the Board's Audit Committee.

"Nancy brings a wealth of relevant experience and perspective to our Board, and she will be a tremendous resource as we grow our national physician enablement organization and continue to expand our work with all payers across the value-based care spectrum," said Shawn Morris, Chief Executive Officer, Privia Health. "Nancy has deep expertise and insights into evolution and complexities of the healthcare industry, as well as a balance of financial acumen and operational knowledge that will be an invaluable addition. We are excited to welcome Nancy to our Board."

"I am honored and delighted to join the Privia Health Board of Directors," Ms. Coccozza added. "I look forward to working with the Board members and leadership team, and bringing valued ideas and insights to help the Company achieve sustainable success as we work to address many of health care's most challenging issues."

Ms. Coccozza's leadership career spans over 30 years and is steeped in payer market experience. She retired from Aetna in June 2018 where she was President of the Medicare business segment and responsible for its strategy, growth and operating results. Previously, Ms. Coccozza was Executive Vice President with HealthMarkets, an individual market health insurance provider, where she led the Medicare division. She also led the government insurance programs with Coventry Health Care from 2001 to 2006. Ms. Coccozza began her career at Aetna, where she spent 16 years building and leading various commercial managed care operations.

Ms. Coccozza serves on the Board of Wider Circle, Inc, an innovative, tech-enabled community health organization working with health plans and providers to connect neighbors for better health. She previously served on the Board of Directors of Aspira Women's Health Inc. (f/k/a Vermillion, Inc.), where she was chair of the Nominating and Governance Committee and a member of the Audit and Compensation Committees. Ms. Coccozza earned a bachelor's degree in accounting from Jefferson Philadelphia University.

About Privia Health

Privia Health™ is a technology-driven, national physician enablement company that collaborates with medical groups, health plans, and health systems to optimize physician practices, improve patient experiences, and reward doctors for delivering high-value care in both in-person and virtual settings. Our platform is led by top industry talent and exceptional physician leadership, and consists of scalable operations and end-to-end, cloud-based technology that reduces unnecessary healthcare costs, achieves better outcomes, and improves the health of patients and the well-being of providers. For more information, visit priviahealth.com.

Safe Harbor Statement

This release may contain forward-looking statements within the meaning of the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that do not relate solely to historical or current facts, including, but not limited to, statements regarding projections, future operations or plans, financial results, cash flows, costs and cost management initiatives, capital structure management, growth rates and operational and strategic initiatives, and can

also be identified by the use of words such as “may,” “will,” “projects,” “expects,” “anticipates,” “intends,” “plans,” “believes,” “estimates,” “continues,” “thinks,” “outlook,” “target,” and words or phrases of similar meaning. These forward-looking statements speak only as of the date hereof and are based on our current plans and expectations and are subject to a number of known and unknown risks, uncertainties and other factors, many of which are difficult or impossible to predict and may be beyond our control. These risks and uncertainties include, but are not limited to, those factors described in our filings with the Securities and Exchange Commission, including those under “Risk Factors” therein. As a consequence, current plans, anticipated actions and future financial position and results of operations may differ materially from any future results or performance expressed or implied in any forward-looking statements in this press release. Given these uncertainties, you are cautioned not to place undue reliance on these forward-looking statements. The company undertakes no obligation to revise or update any of these statements, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

Contact:

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