

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Pamplona Capital Management, LLC</u>  (Last) (First) (Middle) C/O PAMPLONA CAPITAL MANAGEMENT LLC 667 MADISON AVENUE, 22ND FLOOR  (Street) NEW YORK NY 10065  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/28/2021	3. Issuer Name and Ticker or Trading Symbol <u>Privia Health Group, Inc. [ PRVA ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 04/28/2021  6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	95,878,470	I	See footnotes <sup>(1)(2)(3)(4)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>Pamplona Capital Management, LLC</u>  (Last) (First) (Middle) C/O PAMPLONA CAPITAL MANAGEMENT LLC 667 MADISON AVENUE, 22ND FLOOR  (Street) NEW YORK NY 10065  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Pamplona Equity Advisors III Ltd</u>  (Last) (First) (Middle) C/O PAMPLONA CAPITAL MANAGEMENT LLC 667 MADISON AVENUE, 22ND FLOOR  (Street)
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NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Pamplona Private Equity Carryco III, L.P.](#)

(Last) (First) (Middle)

C/O PAMPLONA CAPITAL MANAGEMENT  
LLC

667 MADISON AVENUE, 22ND FLOOR

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Pamplona Equity Carryco Advisors III,  
Ltd.](#)

(Last) (First) (Middle)

C/O PAMPLONA CAPITAL MANAGEMENT  
LLC

667 MADISON AVENUE, 22ND FLOOR

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Pamplona PE Investments II, Ltd.](#)

(Last) (First) (Middle)

C/O PAMPLONA CAPITAL MANAGEMENT  
LLC

667 MADISON AVENUE, 22ND FLOOR

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Pamplona PE Investments Malta Ltd](#)

(Last) (First) (Middle)

C/O PAMPLONA CAPITAL MANAGEMENT  
LLC

667 MADISON AVENUE, 22ND FLOOR

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Pamplona Capital Management, LLP](#)

(Last) (First) (Middle)

C/O PAMPLONA CAPITAL MANAGEMENT  
LLC

667 MADISON AVENUE, 22ND FLOOR

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Pamplona Capital Management \(Monaco\) SAM](#)

(Last) (First) (Middle)

C/O PAMPLONA CAPITAL MANAGEMENT LLC

667 MADISON AVENUE, 22ND FLOOR

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Halsted John C.](#)

(Last) (First) (Middle)

C/O PAMPLONA CAPITAL MANAGEMENT LLC

667 MADISON AVENUE, 22ND FLOOR

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Knaster Alexander M](#)

(Last) (First) (Middle)

C/O PAMPLONA CAPITAL MANAGEMENT LLC

667 MADISON AVENUE, 22ND FLOOR

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

#### Explanation of Responses:

1. This statement is being filed by (i) Pamplona Equity Advisors III Ltd., (ii) Pamplona Private Equity Carryco III, L.P., (iii) Pamplona Equity Carryco Advisors III, Ltd., (iv) Pamplona PE Investments II, Ltd., (v) Pamplona PE Investments Malta Limited, (vi) Pamplona Capital Management LLP, (vii) Pamplona Capital Management LLC, (viii) Pamplona Capital Management (Monaco) SAM, (ix) John C. Halsted and (x) Alexander M. Knaster (the foregoing, collectively, the "Reporting Persons").
2. The Reporting Persons may be deemed to beneficially own indirectly, in the aggregate, 95,878,470 shares of common stock, par value \$0.01 per share (the "Common Stock") of the Issuer by reason of the membership interests in Brighton Health Group Holdings, LLC ("BHG"), the Issuer's parent holding company, held by Pamplona Capital Partners III, L.P.
3. Pamplona Capital Partners III, L.P. is controlled by Pamplona Equity Advisors III Ltd, its general partner. Mr. John C. Halsted owns 100% of the shares of Pamplona Equity Advisors III, Ltd. Pamplona PE Investments Malta Limited serves as an investment manager to Pamplona Capital Partners III, L.P. Pamplona Capital Management LLP, Pamplona Capital Management LLC and Pamplona Capital Management (Monaco) SAM (together, the "Pamplona Manager Entities") serve as investment advisors to Pamplona PE Investments Malta Limited. Mr. John C. Halsted and Mr. Alexander M. Knaster are the principals of the Pamplona Manager Entities. Pamplona Private Equity Carryco III, L.P. is controlled by Pamplona Equity Carryco Advisors III, Ltd., its general partner. Pamplona PE Investments II, Ltd. owns 100% of the shares of Pamplona Equity Carryco Advisors III, Ltd. Mr. Alexander M. Knaster owns 100% of the shares of Pamplona PE Investments II, Ltd.
4. The Reporting Persons disclaim beneficial ownership of all shares of Common Stock except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

#### Remarks:

This Form 3 amendment is being filed to amend the original Form 3 filed on April 28, 2021 to clarify that Pamplona Private Equity Carryco III, L.P., Pamplona Equity Carryco Advisors III, Ltd. and Pamplona PE Investments II, Ltd. beneficially own the shares of Common Stock reported herein. Due to limitations on the number of reporting persons permitted in one filing on the SEC EDGAR filing system, Pamplona Capital Partners III, L.P. is filing a separate Form 3 amendment to clarify the same.

/s/ Ronan Guilfoyle,  
Director of Pamplona

04/29/2022

<u>Equity Advisors III Ltd.</u>	
<u>/s/ Ronan Guilfoyle,</u>	
<u>Director of PAMPLONA</u>	
<u>PRIVATE EQUITY</u>	
<u>CARRYCO III, L.P By:</u>	<u>04/29/2022</u>
<u>Pamplona Equity Carryco</u>	
<u>Advisors III, Ltd., its</u>	
<u>General Partner</u>	
<u>/s/ Ronan</u>	
<u>Guilfoyle, Director of</u>	
<u>PAMPLONA EQUITY</u>	<u>04/29/2022</u>
<u>CARRYCO ADVISORS</u>	
<u>III, LTD.</u>	
<u>/s/ Lori Griffith, Director of</u>	
<u>PAMPLONA PE</u>	<u>04/29/2022</u>
<u>INVESTMENTS II, LTD.</u>	
<u>/s/ Stephen Gauci, Director</u>	
<u>of PAMPLONA PE</u>	<u>04/29/2022</u>
<u>INVESTMENTS MALTA</u>	
<u>LIMITED</u>	
<u>/s/ Kevin O'Flaherty,</u>	
<u>Designated Member of</u>	<u>04/29/2022</u>
<u>PAMPLONA CAPITAL</u>	
<u>MANAGEMENT LLP</u>	
<u>/s/ Stephen Gauci,</u>	
<u>managing member of</u>	<u>04/29/2022</u>
<u>Pamplona Capital</u>	
<u>Management LLC</u>	
<u>/s/ Stephen Gauci,</u>	
<u>Administrator of</u>	<u>04/29/2022</u>
<u>PAMPLONA CAPITAL</u>	
<u>MANAGEMENT</u>	
<u>(Monaco) SAM</u>	
<u>/s/ John C. Halsted</u>	<u>04/29/2022</u>
<u>/s/ Alexander Knaster</u>	<u>04/29/2022</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**