

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

**POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

P3 Health Partners Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

8000
(Primary Standard Industrial
Classification Code Number)

85-2992794
(I.R.S. Employer
Identification No.)

**2370 Corporate Circle, Suite 300
Henderson, NV 89074
(702) 910-3950**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Jessica Puathasnanon
Chief Legal Officer
2370 Corporate Circle, Suite 300
Henderson, NV 89074
(702) 910-3950**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Charles K. Ruck
Wesley C. Holmes
R. Scott Shean
Latham & Watkins LLP
1271 Avenue of the Americas
New York, NY 10020
(212) 906-1200**

**Approximate date of commencement of proposed sale to the public:
From time to time after this Registration Statement becomes effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input checked="" type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |
| | | Emerging growth company | <input checked="" type="checkbox"/> |

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 7(a)(2)(B) of the Securities Act.

This Post-Effective Amendment No. 2 shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(d) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Post-Effective Amendment No. 2 (this "Amendment") to the Registration Statement on Form S-1 of P3 Health Partners Inc. (File No. 333-261904), initially filed on December 28, 2021 and declared effective by the Securities and Exchange Commission on January 6, 2022 (the "Registration Statement"), is being filed as an exhibit-only filing solely to file the consent of BDO USA, LLP with respect to its report dated March 31, 2023 relating to the financial statements of P3 Health Partners Inc. contained in its Annual Report on Form 10-K for the year ended December 31, 2022 and included in the Prospectus Supplement No. 7 dated March 31, 2023 filed pursuant to Rule 424(b)(3), filed herewith as Exhibit 23.1 (the "Consent"). Accordingly, this Amendment consists only of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement, the signature pages to the Registration Statement, and the Consent. The prospectus and the balance of Part II of the Registration Statement are unchanged hereby and have been omitted.

Part II - INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits.

| Exhibit Number | Description of Exhibit |
|----------------------|------------------------------------------|
| 23.1 | Consent of BDO USA, LLP. |

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Henderson, State of Nevada, on this 10th day of April, 2023.

P3 Health Partners Inc.

By: /s/ Sherif W. Abdou
Sherif W. Abdou, M.D.
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities held on the dates indicated.

| Signature | Title | Date |
|-----------------------------------------------------|-------------------------------------------------------------------------------------------|----------------|
| <u>/s/ Sherif W. Abdou</u> Sherif W. Abdou, M.D. | Chief Executive Officer and Director (principal executive officer) | April 10, 2023 |
| <u>/s/ Atul Kavthekar</u> Atul Kavthekar | Chief Financial Officer (principal financial officer and principal accounting officer) | April 10, 2023 |
| <u>*</u> Mark Thierer | Chairman of the Board | April 10, 2023 |
| <u>*</u> Amir S. Bacchus, M.D. | Chief Medical Officer and Director | April 10, 2023 |
| <u>*</u> Gregory N. Kazarian | Director | April 10, 2023 |
| <u>*</u> Lawrence B. Leisure | Director | April 10, 2023 |
| <u>*</u> Jeffrey G. Park | Director | April 10, 2023 |
| <u>*</u> Thomas E. Price, M.D. | Director | April 10, 2023 |
| <u>*</u> Mary A. Tolan | Director | April 10, 2023 |
| <u>*</u> Greg Wasson | Director | April 10, 2023 |

*By: /s/ Sherif W. Abdou

Consent of Independent Registered Public Accounting Firm

P3 Health Partners Inc.
Henderson, Nevada

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our report dated March 31, 2023, relating to the consolidated financial statements of P3 Health Partners Inc. (the "Company") appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2022. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

/s/ BDO USA, LLP
Las Vegas, Nevada

April 10, 2023
