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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Foresight Acquisition Corp.

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**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): November 18, 2021

Foresight Acquisition Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40043
(Commission
File Number)

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

2045 W. Grand Avenue, Ste. B, PMB 82152
Chicago, IL
(Address of principal executive offices)

60612
(Zip Code)

(312) 882-8897
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of Class A Common Stock and one-third of one Warrant Class A Common Stock, par value \$0.0001 per share	FOREU	The Nasdaq Stock Market LLC
	FORE	The Nasdaq Stock Market LLC
Warrants, each warrant exercisable for one share of Class A Common Stock at an exercise price of \$11.50	FOREW	The Nasdaq Stock Market LLC

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 1.01. Entry into a Material Definitive Agreement.

Amendment to Subscription Agreements with Certain Investors

On November 19, 2021, Foresight Acquisition Corp., a Delaware corporation (“Foresight”), entered into a Consent and Amendment to Subscription Agreement (each, a “Consent and Amendment to Subscription Agreement”) to the subscription agreements entered into on May 25, 2021 (the “Subscription Agreements”) with certain investors representing approximately \$203.7 million of the approximately \$208.7 million aggregate value of shares of Class A common stock (“Class A Common Stock”) of Foresight committed to be purchased in a private placement (the “PIPE”) in connection with the closing of the transactions contemplated by the Merger Agreement (defined below). Pursuant to the Consent and Amendment to Subscription Agreements, these investors agreed under the corresponding Subscription Agreements to extend the date by which the transactions contemplated by the Merger Agreement must be consummated from November 25, 2021 to December 8, 2021 and consented to a corresponding amendment to the Merger Agreement with respect to such extension.

All other material terms of the Subscription Agreements, as amended, remain unchanged. The preceding summary is qualified in its entirety by reference to the form of the Consent and Amendment to Subscription Agreement, a copy of which is included as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Amendment to Merger Agreement

On November 21, 2021, Foresight, P3 Health Group Holdings, LLC, a Delaware limited liability company (“P3”), and FAC Merger Sub LLC, a Delaware limited liability company and a wholly owned subsidiary of Foresight (“Merger Sub”), entered into the First Amendment to Merger Agreement (the “Merger Agreement Amendment”) to the Agreement and Plan of Merger, dated as of May 25, 2021, by and among Foresight, P3 and Merger Sub (the “Merger Agreement”). Pursuant to the Merger Agreement Amendment, the date by which the closing of the transactions contemplated by the Merger Agreement must occur was extended from November 25, 2021 to December 8, 2021.

All other material terms of the Merger Agreement, as amended, remain unchanged. The preceding summary is qualified in its entirety by reference to the Merger Agreement Amendment, a copy of which is included as Exhibit 2.1 to this Current Report on Form 8-K and incorporated herein by reference.

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

On November 18, 2021, Foresight convened its special meeting of Foresight stockholders (the “Special Meeting”) in connection with the transactions contemplated by the Merger Agreement and the Transaction and Combination Agreement as described in the proxy statement filed by Foresight with the Securities and Exchange Commission on October 28, 2021 (the “Proxy Statement”) and mailed to Foresight’s stockholders. Present at the Special Meeting were holders of 27,137,230 shares of Class A Common Stock in person or by proxy, representing 67.2% of the voting power of the Class A Common Stock as of October 8, 2021, the record date for the Special Meeting (the “Record Date”), and constituting a quorum for the transaction of business. As of the Record Date, there were 40,363,750 shares of Class A Common Stock issued and outstanding.

The sole proposal that was presented at the Special Meeting was the “Stockholder Adjournment Proposal”—To consider and vote upon a proposal to approve the adjournment of the Special Meeting to a later date or dates, if necessary or appropriate, to permit further solicitation and vote of proxies if there are insufficient votes for, or otherwise in connection with, the approval of any of the stockholder proposals. The stockholders approved the Stockholder Adjournment Proposal. The voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
24,792,172	2,290,958	54,100

The Special Meeting was adjourned to 7:00 a.m. Central Time on Wednesday, November 24, 2021. Foresight intends to convene the Special Meeting on November 24, 2021 and then further adjourn the Special Meeting to 7:00 a.m. Central Time on Friday, December 3, 2021 to provide Foresight and P3 additional time to file a proxy supplement and to provide Foresight’s stockholders additional time to review and consider the information to be set forth therein. The proxy supplement will contain revised Unaudited Pro Forma Financial Statements reflecting changes related to the previously disclosed determination that the business combinations should be accounted for as a business combination using the acquisition method of accounting rather than as a reverse recapitalization as currently provided for in the Unaudited Pro Forma Financial Statements contained in the Proxy Statement. As previously disclosed, these changes will have no impact on the historical financial statements of P3 or Foresight that were included in the Proxy Statement. Foresight expects to file the proxy supplement on or about Monday, November 29, 2021.

Item 8.01 Other Events.

In connection with the anticipated further adjournment of the Special Meeting described above, Foresight stockholders will be able to continue to change their redemption election on or prior to 5:00 p.m., Eastern Time, on Wednesday, December 1, 2021. As of 5:00 p.m., Eastern Time, on November 16, 2021, the initial expiration of the redemption period, Foresight had received notice that holders of its Class A Common Stock elected to redeem approximately 27.6 million shares, or approximately 87% of the shares that were eligible for redemption, for an aggregate redemption price of approximately \$276 million. Since that time, as of November 19, 2021, Foresight has received net revocations for approximately 7.9 million shares. As a result of the extension of the redemption period, the final number of redeemed shares is subject to change.

A condition to P3’s obligation to consummate the transactions contemplated by the Merger Agreement is that after giving effect to the exercise of redemption rights, the sale of the additional shares of Class A Common Stock in the PIPE or the sale of any other securities by Foresight and the payment of Foresight’s expenses, fees and costs related to the Merger Agreement, the amount of cash held by Foresight and Merger Sub (“Available Cash”) equals at least \$400 million. Based on the level of redemptions, P3’s board of managers has elected to lower the required amount of Available Cash from \$400 million to \$200 million. This reduction of Available Cash will not impact the \$180 million of cash to be added to the balance sheet of the post-combination company as a result of the transactions.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
2.1	First Amendment to Merger Agreement, dated as of November 21, 2021, by and among Foresight, Merger Sub and P3.
10.1	Form of Consent and Amendment to Subscription Agreement.
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document.

SIGNATURE

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.

FORESIGHT ACQUISITION CORP.

By: /s/ Michael Balkin

Name: Michael Balkin

Title: Chief Executive Officer

Date: November 22, 2021

FIRST AMENDMENT TO MERGER AGREEMENT

This First Amendment (this "Amendment") to the Agreement and Plan of Merger, dated as of May 25, 2021 (the "Merger Agreement"), by and among Foresight Acquisition Corp. ("Foresight"), FAC Merger Sub LLC ("Merger Sub") and P3 Health Group Holdings, LLC (the "Company") is effective as of November 21, 2021. Foresight, Merger Sub, and the Company are collectively referred to herein as the "Parties". All capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Merger Agreement.

WHEREAS, pursuant to Section 8.04 of the Merger Agreement, at any time prior to the P3 Effective Time, the Parties may amend the Merger Agreement pursuant to an instrument in writing signed by each of the Parties; and

WHEREAS, the Parties desire to amend the Merger Agreement to extend the Outside Date as provided herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. The Parties hereby amend Section 8.01(b) of the Merger Agreement by replacing the phrase "November 25, 2021" contained therein in its entirety with the phrase "December 8, 2021".
2. Other than as specifically set forth herein, all other terms and provisions of the Merger Agreement shall remain unaffected by the terms of this Amendment, and shall continue in full force and effect.
3. This Amendment and the Merger Agreement (and the exhibits and schedules thereto) constitute the entire agreement among the parties hereto and thereto with respect to the subject matter hereof, and supersede all prior and contemporaneous understandings and agreements, both written and oral, with respect to such subject matter.
4. The terms and provisions of Sections 8.04, 9.02, 9.04, 9.06, 9.07, 9.08, 9.09 and 9.10 of the Merger Agreement are incorporated herein by reference as if set forth herein and shall apply *mutatis mutandis* to this Amendment.

(Signature Page Follows)

above. **IN WITNESS WHEREOF**, Foresight, Merger Sub and the Company have caused this Amendment to be signed, all as of the date first written

FORESIGHT:

FORESIGHT ACQUISITION CORP.

By: /s/ Michael Balkin

Name: Michael Balkin

Title: Chief Executive Officer

[Signature Page to First Amendment to Merger Agreement]

above. **IN WITNESS WHEREOF**, Foresight, Merger Sub and the Company have caused this Amendment to be signed, all as of the date first written

MERGER SUB:
FAC MERGER SUB LLC

By: /s/ Michael Balkin
Name: Michael Balkin
Title: Manager

[Signature Page to First Amendment to Merger Agreement]

above. **IN WITNESS WHEREOF**, Foresight, Merger Sub and the Company have caused this Amendment to be signed, all as of the date first written

COMPANY:

P3 HEALTH GROUP HOLDINGS, LLC

By: /s/ Sherif Abdou
Name: Sherif Abdou
Title: Chief Executive Officer

[Signature Page to First Amendment to Merger Agreement]

**FORM OF
CONSENT AND AMENDMENT TO SUBSCRIPTION AGREEMENT**

This Consent and Amendment (this "Amendment") to the Subscription Agreement, dated as of May 25, 2021 (the "Subscription Agreement"), by and between Foresight Acquisition Corp. ("Foresight"), and the undersigned person or entity (the "Subscriber") is effective as of November 19, 2021. Foresight and the Subscriber are collectively referred to herein as the "Parties". All capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Subscription Agreement.

WHEREAS, the Parties desire to amend the Subscription Agreement in accordance with Section 11(f) thereof to provide that the Subscription Agreement may be terminated at the election of the Subscriber if the Transaction Closing shall not have occurred by December 8, 2021;

WHEREAS, the Transaction Agreement will be amended to extend the Outside Date (as defined in the Transaction Agreement) from November 25, 2021, to December 8, 2021 (the "Transaction Agreement Amendment"); and

WHEREAS, the Subscriber desires to consent to the Transaction Agreement Amendment.

NOW THEREFORE, in consideration of the mutual promises and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, intending to be legally bound, the Parties agree as follows:

Section 1. Amendment to Section 8 of the Subscription Agreement. Clause (d) of Section 8 of the Subscription Agreement is hereby deleted in its entirety and replaced with the following:

"(d) at the election of the Subscriber, if the Transaction Closing shall not have occurred by December 8, 2021;"

Section 2. Consent of Subscriber. The Subscriber hereby consents to the Transaction Agreement Amendment.

Section 3. No Other Amendments; Other Provisions. Except as expressly amended by this Amendment, the Subscription Agreement will remain in full force and effect without any amendment or other modification thereto, and all of the provisions of the Subscription Agreement are equally applicable to this Amendment. On and after the date hereof, each reference in the Subscription Agreement to "this Subscription Agreement," "hereunder," "hereof," "herein" or words of like import referring to the Subscription Agreement, and each reference in any other document (including, without limitation, the Transaction Agreement of like import referring to the Subscription Agreement, means and references the Subscription Agreement as amended hereby.

(Signature Page Follows)

IN WITNESS WHEREOF, the undersigned has executed or caused this Consent and Amendment to be executed by its duly authorized representative as of the date set forth below.

Name of Subscriber:

By: _____
Name: _____
Title: _____

Date: November 19, 2021

IN WITNESS WHEREOF, Foresight Acquisition Corp. has executed this Consent and Amendment as of the date set forth below.

FORESIGHT ACQUISITION CORP.

By: _____
Name: _____
Title: _____

Date: November 19, 2021