

OMB Number:	3235-0287
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <b>LEAVITT LEGACY, LLC</b>  (Last) (First) (Middle) <b>299 SOUTH MAIN STREET SUITE 2300</b>  (Street) <b>SALT LAKE CITY</b> 84111  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>P3 Health Partners Inc. [ PIII ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) <b>04/06/2023</b>		
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
	Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	04/06/2023		A		8,944,543 <sup>(1)</sup>	A	(1)	8,944,543	I	By Leavitt Equity Partners III, L.P.
Class A Common Stock	04/06/2023		A		894,454 <sup>(2)</sup>	A	(2)	894,454	I	By Leavitt Equity Partners II, L.P.
Class V Common Stock								3,758,130	I	Leavitt Equity Partners II, L.P.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant	\$1.13	04/06/2023		A		6,708,407 <sup>(1)</sup>		(3)	04/05/2028	Class A Common Stock	6,708,407	(1)	6,708,407	I	By Leavitt Equity Partners III, L.P.
Warrant	\$1.13	04/06/2023		A		670,841 <sup>(2)</sup>		(3)	04/05/2028	Class A Common Stock	670,841	(2)	670,841	I	By Leavitt Equity Partners II, L.P.

1. Name and Address of Reporting Person * <b>LEAVITT LEGACY, LLC</b>  (Last) (First) (Middle) <b>299 SOUTH MAIN STREET SUITE 2300</b>  (Street) <b>SALT LAKE CITY</b> 84111  (City) (State) (Zip)		
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1. Name and Address of Reporting Person \*

[Leavitt Equity Partners II, L.P.](#)

(Last) (First) (Middle)

299 SOUTH MAIN STREET  
SUITE 2300

(Street)

SALT LAKE CITY UT 84111

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Leavitt Equity Partners II, LLC](#)

(Last) (First) (Middle)

299 SOUTH MAIN STREET  
SUITE 2300

(Street)

SALT LAKE CITY UT 84111

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Leavitt Equity Partners III, L.P.](#)

(Last) (First) (Middle)

299 SOUTH MAIN STREET  
SUITE 2300

(Street)

SALT LAKE CITY UT 84111

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Leavitt Equity Partners III, LLC](#)

(Last) (First) (Middle)

299 SOUTH MAIN STREET  
SUITE 2300

(Street)

SALT LAKE CITY UT 84111

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[LEP Management LLC](#)

(Last) (First) (Middle)

299 SOUTH MAIN STREET  
SUITE 2300

(Street)

SALT LAKE CITY UT 84111

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

LEAVITT TAYLOR S.

(Last) (First) (Middle)

299 SOUTH MAIN STREET  
SUITE 2300

(Street)

SALT LAKE CITY UT 84111

(City) (State) (Zip)

**Explanation of Responses:**

1. The reported securities were issued in connection with the Issuer's sale of 8,944,543 Units purchased by the Reporting Person for \$1.1938 per Unit. Each Unit consists of (i) one share of Class A Common Stock and (ii) 0.75 of a warrant to purchase one share of Class A Common Stock.
2. The reported securities were issued in connection with the Issuer's sale of 894,454 Units purchased by the Reporting Person for \$1.1938 per Unit. Each Unit consists of (i) one share of Class A Common Stock and (ii) 0.75 of a warrant to purchase one share of Class A Common Stock.
3. Exercisable Immediately.

**Remarks:**

<u>Leavitt Legacy, LLC, By: /s/ Taylor Leavitt, authorized signatory</u>	<u>04/19/2023</u>
<u>Leavitt Equity Partners II, L.P., By: /s/ Taylor Leavitt, authorized signatory</u>	<u>04/19/2023</u>
<u>Leavitt Equity Partners II, LLC, By: /s/ Taylor Leavitt, authorized signatory</u>	<u>04/19/2023</u>
<u>Leavitt Equity Partners III, L.P., By: /s/ Taylor Leavitt, authorized signatory</u>	<u>04/19/2023</u>
<u>Leavitt Equity Partners III, LLC, By: /s/ Taylor Leavitt, authorized signatory</u>	<u>04/19/2023</u>
<u>LEP Management, LLC, By: /s/ Taylor Leavitt, authorized signatory</u>	<u>04/19/2023</u>
<u>/s/ Taylor Leavitt</u>	<u>04/19/2023</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 4 (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.