

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person Balkin Michael		2. Issuer Name and Ticker or Trading Symbol P3 Health Partners Inc. [PIII]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/19/2022		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
3201 SOUTH OCEAN BOULEVARD, UNIT 404 HIGHLAND BEACH, FL 33487			4. If Amendment, Date Original Filed (Month/Day/Year) 02/17/2021		
(City)	(State)	(Zip)	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	01/19/2022		P		4,239 ⁽¹⁾	A	\$ 5.1	7,530,264 ^{(2) (3) (4) (5) (10)}	I	See Footnotes ^{(2) (3) (4) (5) (10)}

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

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 control number.

SEC 1474 (9-02)

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 Underlying Securities (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				
Class A Common Stock Warrants (right to buy)	\$ 11.5	02/12/2021		P		227,500		02/12/2022 ⁽⁷⁾⁽⁸⁾	12/03/2027 ⁽⁷⁾⁽⁸⁾	Class A Common Stock	227,500 ^{(4) (6) (7) (8) (9) (10)}	⁽⁶⁾	227,500 ^{(4) (6) (7) (8) (9) (10)}	I	See Footnotes ^{(4) (6) (7) (8) (9) (10)}

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Balkin Michael 3201 SOUTH OCEAN BOULEVARD, UNIT 404 HIGHLAND BEACH, FL 33487		X		

Signatures

/s/ Michael P. Balkin	01/21/2022
<small>Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

- * 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).
- (1) These 4,239 Shares (as defined below) were acquired in a single transaction through a self-directed individual retirement account of Mr. Balkin (as defined below).
- (2) 4,239 of these Shares are held directly by Mr. Balkin through a self-directed individual retirement account. "Shares" are shares of Class A Common Stock of the Issuer, par value \$0.0001 per share.
- (3) 7,526,025 of these Shares are held directly by Foresight Sponsor Group, LLC, a Delaware limited liability company (the "Sponsor").
- (4) Michael P. Balkin, a citizen of the United States ("Mr. Balkin"), is the sole manager of the Sponsor. Consequently, Mr. Balkin has voting and investment power over the securities held directly by the Sponsor.
- (5) As a result of having voting and investment power over the securities held directly by the Sponsor, Mr. Balkin may be deemed to have beneficial ownership (as determined under Section 13(d) of the Securities Exchange Act of 1934, as amended) of the 7,526,025 Shares held directly by the Sponsor.
- (6) As previously reported by Mr. Balkin on February 17, 2021, the Sponsor, simultaneously with the consummation of the Issuer's initial public offering on February 12, 2021 (the "IPO"), consummated the acquisition from the Issuer of 682,500 units (the "Private Units"), at a price of \$10 warrant.
- (7) Such warrants acquired directly by the Sponsor on February 12, 2021, were exercisable for 227,500 Shares, provided that, at the time of issuance, such warrants could only be exercised during the period (i) commencing on the later of: (1) the date that is thirty (30) days after the first date terminating at 5:00 p.m., New York City time, on the earlier to occur of (x) the date that is five (5) years after the date on which the Issuer completes its initial business combination or (y) the liquidation of the Issuer in accordance with the Issuer's amended and restated certificate of incorporation, and (ii) the date that is thirty (30) days after the first date terminating at 5:00 p.m., New York City time, on the earlier to occur of (x) the date that is five (5) years after the date on which the Issuer completes its initial business combination or (y) the liquidation of the Issuer in accordance with the Issuer's amended and restated certificate of incorporation, as amended from time to time.
- (8) The Issuer completed a business combination on December 3, 2021, but the twelve (12) month anniversary of the consummation of the IPO is February 12, 2022. Accordingly, (i) such warrants will become exercisable on February 12, 2022, and (ii) the exercise period of such warrants will be the period commencing on the date that is thirty (30) days after the first date terminating at 5:00 p.m., New York City time, on the earlier to occur of (x) the date that is five (5) years after the date on which the Issuer completes its initial business combination or (y) the liquidation of the Issuer in accordance with the Issuer's amended and restated certificate of incorporation, as amended from time to time.
- (9) As a result of having voting and investment power over the securities held directly by the Sponsor, Mr. Balkin may be deemed to have beneficial ownership (as determined under Section 13(d) of the Securities Exchange Act of 1934, as amended) of the 227,500 Shares issuable upon exercise of the warrants.
- (10) Mr. Balkin disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.

Remarks:
THIS FORM 4 ALSO AMENDS THE FORM 4 FILED BY MR. BALKIN ON FEBRUARY 17, 2021, SOLELY WITH RESPECT TO THE CLASS A COMMON STOCK WARRANTS (AND THE INFORMATION WITH RESPECT TO SUCH WARRANTS) REPORTED THEREIN.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.