Risk Factors Comparison 2024-03-28 to 2023-03-31 Form: 10-K

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Our business involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information in this Form 10- K. The occurrence of any of the events described below could harm our business, operating results, financial condition, liquidity, or prospects. In any such event, the market price of our Class A common stock could decline, and you may lose all or part of your investment. ~~Additional~~ **This Form 10- K also contains forward- looking statements that involve** risks and uncertainties ~~not presently known to us, or that we currently deem immaterial, may also impair our business~~ . See " Cautionary Statement Regarding Forward- Looking Statements. " **Our actual results could differ materially and adversely from those anticipated in these forward- looking statements as a result of certain important factors, including those set forth below.** Risks Related to Our Business and Financial Results Our management has performed an analysis of our ability to continue as a going concern and has identified substantial doubt about our ability to continue as a going concern. As of December 31, ~~2022~~ **2023** , we had $ ~~17~~ **36** . ~~5~~ **3** million in cash available to fund future operations. Without additional funding, management believes that our existing cash resources are not sufficient to support planned operations for at least the next year from the issuance of **the consolidated financial statements contained elsewhere in** this Form 10- K. Based on their assessment, our management has raised concerns about our ability to continue as a going concern. As substantial doubt about our ability to continue as a going concern exists, our ability to finance our operations through the sale and issuance of debt or equity securities or through bank or other financing could be impaired. Our ability to continue as a going concern may depend on our ability to obtain additional capital. Management continues to explore raising additional capital through a combination of debt financing, other non- dilutive financing, and / or equity financing to supplement the Company' s capitalization and liquidity. Our ability to obtain financing on reasonable terms is subject to factors beyond the Company' s control, including general economic, political, and financial market conditions. The capital markets have in the past experienced, are currently experiencing, and may in the future experience, periods of upheaval that could impact the availability and cost of equity and debt financing and there can be no assurance that such financing will be available on terms commercially acceptable to the Company **or at all** . If we are unable to raise additional capital or generate cash flows necessary to fund our operations, we may not be able to compete successfully and may need to scale back, discontinue, or cease certain operations, which would harm our business, financial condition, and results of operations. Risks Related to Our Operating History and Early Stage of Growth We have a history of net losses. We expect to continue to incur losses for the foreseeable future and we may never achieve or maintain profitability. For the year ended December 31, ~~2022~~ **2023** ~~, the Successor Period of 2021, and the Predecessor Period of 2021~~ , we incurred net losses of $ **186** ~~1, 561. 6 million, $ 57. 9 million, and $ 146~~ . 4 million ~~, respectively~~ . As of December 31, ~~2022~~ **2023** , we had an accumulated deficit of $ ~~309~~ **367** . ~~5~~ **3** million **. We expect to continue to incur net losses, comprehensive losses, and negative cash flows from operating activities in accordance with our operating plan** . We expect that our operating expenses will continue to increase as we grow our business, build relationships with physician partners and payors, develop new services and comply with the requirements associated with being a public company. Since our inception, we have financed our operations primarily through cash we obtained as a result of the Business Combinations, private placements of equity securities, issuances of promissory notes, payments received from various payors and borrowings under ~~our credit facilities~~ **the Term Loan Facility (as defined herein)** . We may not succeed in sufficiently increasing our revenue to offset these expenses. Consequently, we may not be able to achieve and maintain profitability for the current or any future fiscal year. We may never be able to generate sufficient revenue to achieve or sustain profitability and our recent and historical growth should not be considered indicative of our future performance. ~~We~~ **P3 Health Partners Inc. | 2023 Form 10- K | 17We** may need to raise additional capital to fund our existing operations or develop and commercialize new services or expand our operations. We may need to spend significant amounts to expand our existing operations, including expansion into new geographies, to improve our platform and to develop new services. Based upon management' s assessment of the Company' s ability to continue as a going concern as described above in the risk factor entitled " Our management has performed an analysis of our ability to continue as a going concern and has identified substantial doubt about our ability to continue as a going concern, " we believe that our existing cash, cash equivalents and restricted cash may not be sufficient to fund our operating and capital needs for at least the next 12 months. We maintain the majority of our cash, cash equivalents and restricted cash in accounts with major U. S. financial institutions, and our deposits at these institutions, at times, may exceed insured limits. Market conditions can impact the viability of these institutions. In the event of failure of any of the financial institutions where we maintain our cash, cash equivalents and restricted cash, there can be no assurance that we would be able to access uninsured funds in a timely manner or at all. Any inability to access or delay in accessing these funds could adversely affect our business and financial position. Our expectation regarding the sufficiency of funds is based on assumptions that may prove to be wrong, and we could use our available capital resources sooner than we currently expect. Until such time, if ever, as we can generate sufficient revenue, we may finance our cash needs through a combination of equity offerings and debt financings or other sources. In addition, we may seek additional capital due to favorable market conditions or strategic considerations, even if we believe that we have sufficient funds for our current or future operating plans. Our present and future funding requirements will depend on many factors, including: ~~●~~ **•** our ability to achieve revenue growth; ~~●~~ **•** our ability to effectively manage medical expense amounts; ~~●~~ **•** the cost of expanding our operations, including our geographic scope, and our offerings, including our marketing efforts; ~~●~~ **•** our rate of progress in launching, commercializing and establishing adoption of our services; and ~~●~~ **•** the effect of competing technological and market developments. To the extent that we raise additional capital through the sale of equity or convertible debt securities, your ownership interest will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect your rights as a securityholder. For example, **in April** ~~on December 13, 2022~~ **2023** , **we sold** ~~in connection with our issuance of~~ an **aggregate of approximately 69. 2 million** ~~unsecured promissory note (the " VGS Promissory Note ") to VBC Growth SPV LLC (" VGS "), we entered into a Warrant Agreement with VGS (the " VGS Warrant Agreement ") pursuant to which P3 LLC issued warrants to purchase 429, 180~~ shares of our Class A common stock ~~at~~ **, warrants to purchase** an **aggregate** ~~exercise price~~ of ~~$ 4~~ **approximately 59** . ~~26 per~~ **9 million** ~~share~~ **shares of Class A common stock** (the " ~~VGS~~ **Common** Warrants ") **, and pre- funded warrants** to ~~VGS~~ **purchase an aggregate of approximately 10. 8 million shares of Class A common stock (the " Pre- Funded Warrants " and, together with the Common Warrants, the " Warrants ") in a private placement to certain purchasers, which included certain affiliated entities of Chicago Pacific Founders GP, L. P. (" CPF ") and our Chief Medical Officer and member of our board of directors** . In addition, debt financing and preferred equity financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends and these forms of financing may have rights, preferences, and privileges senior to those of holders of our common stock. If we raise additional funds through collaborations, strategic alliances or marketing, distribution or licensing arrangements with third parties, we may be required to relinquish valuable rights to our technologies, intellectual property, or future revenue streams or grant licenses on terms that may not be favorable to us. Furthermore, any capital raising efforts may divert our management from their day- to- day activities, which may adversely affect our ability to advance development activities. If we are unable to raise additional funds when needed, we may be required to delay, limit, reduce or terminate development efforts. **P3 Health Partners Inc. | 2023 Form 10- K | 18** Our business and the markets in which we operate are new and rapidly evolving, which makes it difficult to evaluate our future prospects and the risks and challenges we may encounter. Our business and the markets in which we operate are new and rapidly evolving which make it difficult to evaluate and assess the success of our business to date, our future prospects and the risks and challenges that we may encounter. These risks and challenges include our ability to: ~~●~~ **•** attract new members and partner physicians to our platform and position our platform as a convenient and accepted way to access and deliver healthcare; ~~●~~ **•** retain our current members, affiliated professional entities and other physician partners and encourage them to continue to utilize our platform and services; ~~●~~ **•** gain market acceptance of our services and products with members and physicians and maintain and expand such relationships; ~~●~~ **•** comply with existing and new laws and regulations applicable to our business and in our industry; ~~●~~ **•** anticipate and respond to changes in Medicare reimbursement rates and the markets in which we operate; ~~●~~ **•** react to challenges from existing and new competitors; ~~●~~ **•** maintain and enhance our reputation and brand; ~~●~~ **•** effectively manage our growth and business operations, including new geographies; ~~●~~ **•** forecast our revenue, which includes reimbursements, and budget for, and manage, our expenses, including our medical expense amounts, and capital expenditures; ~~●~~ **•** hire and retain talented individuals at all levels of our organization; ~~●~~ **•** maintain and improve the infrastructure underlying our platform, including our data protection, intellectual property and cybersecurity; and ~~●~~ **•** successfully update our platform and services, including expanding our services into different healthcare products and services, develop and update our software, offerings and services to benefit our members. If we fail to understand fully or adequately address the challenges that we are currently encountering or that we may encounter in the future, including those challenges described here and elsewhere in this " Risk Factors " section, our business, financial condition and results of operations could be adversely affected. If the risks and uncertainties that we plan for when operating our business are incorrect or change, or if we fail to manage these risks successfully, our results of operations could differ materially from our expectations and our business, financial condition and results of operations could be adversely affected. Our relatively limited operating history makes it difficult to evaluate our future prospects and the risks and challenges we may encounter. We were established in 2017 and we are continuing to grow our marketing and management capabilities. Consequently, predictions about our future success or viability may not be as accurate as they could be if we had a longer operating history. If our growth strategy is not successful, we may not be able to continue to grow our revenue or operations. Our relatively limited operating history, evolving business and rapid growth make it difficult to evaluate our future prospects and the risks and challenges we may encounter, and we may not continue to grow at or near historical rates. In addition, as a business with a limited operating history, we may encounter unforeseen expenses, difficulties, complications, delays and other known and unknown challenges. We are transitioning to a company capable of supporting commercialization, sales and marketing. We may not be successful in such a transition and, as a result, our business may be adversely affected. **P3 Health Partners Inc. | 2023 Form 10- K | 19** We may not be able to maintain compliance with our debt covenants in the future which could result in an event of default. Our Term Loan Facility (as defined herein) with CRG Partners (the " Lender ") ~~and~~ **,** the VGS Promissory Note **and the VGS 2 Promissory Note (each as defined herein)** contain affirmative and negative covenants which, among other things, require us to maintain minimum liquidity and annual minimum revenue levels that increase over time and restrict P3 LLC' s ability and the ability of its subsidiaries from, among other things, incurring certain indebtedness and liens, and making certain restricted payments. If we breach these or other financial covenants and fail to secure a waiver or forbearance from the lenders, such breach or failure could result in an event of default and accelerate the repayment of the outstanding or the exercise of other rights or remedies that our lenders may have under applicable law. As of December 31, ~~2022~~ **2023** , **we were** ~~the Company was~~ not in compliance with ~~the~~ **its** Term Loan Facility ~~or~~ **and** VGS Promissory Note covenants related to issuance of the ~~2022~~ **2023** financial statements with an audit opinion free of a " going concern " qualification. The **Term Loan Facility and VGS Promissory Note** lenders have granted **us** a waiver of the covenant under the ~~debt agreements~~ **Term Loan Facility** related to the existence of a " going concern " qualification in the audit opinion for our audited financial statements for the fiscal year ended December 31, ~~2022~~ **2023** . We were in compliance with all other covenants under the ~~debt agreements~~ **Term Loan Facility and VGS Promissory Note** as of December 31, ~~2022~~ **2023** ~~.~~ **;** ~~However~~ **however** , there can be no assurance that we will be able to maintain compliance with these covenants in the future or that the lenders under the

Term Loan Facility **, VGS Promissory Note** or the lenders of any future indebtedness we may incur will grant ~~us~~ any such waiver or forbearance in the future ~~. We may experience difficulties in managing our growth and expanding our operations. We expect to experience significant growth in the scope of our operations. Our ability to manage our operations and future growth will require us to continue to improve our operational, financial and management controls, compliance programs and reporting systems. We may not be able to implement improvements in an efficient or timely manner and may discover deficiencies in existing controls, programs, systems and procedures, which could have an adverse effect on our business, reputation and financial results. Additionally, rapid growth in our business may place a strain on our human and capital resources~~ . We may not recognize the anticipated benefits of recent and future acquisitions and any such acquisitions could disrupt our operations and have a material adverse effect on our business, financial condition and results of operations. The anticipated benefits of the Company' s Business Combinations, other ~~recent~~ acquisitions ~~, including the Medcore Acquisition in December 2021~~ , and any future acquisitions may not be realized fully, or at all, and may take longer to realize than expected. Anticipated benefits of any acquisition may be affected by, among other things, competition and our ability to grow and manage growth profitably. Further, we may not be able to continue the operational success or successfully finance or integrate any businesses that we acquire. The integration of any acquisition may divert management' s time and resources from our core business and disrupt our operations or may result in conflicts with our business. Any acquisition may not be successful, may reduce our cash reserves, may negatively affect our earnings and financial performance and, to the extent financed with the proceeds of debt, may increase our indebtedness. We cannot ensure that any acquisition we make will not have a material adverse effect on our business, financial condition and results of operations. A significant portion of our assets consists of other intangible assets, the value of which may be reduced if we determine that those assets are impaired. As of December 31, ~~2022~~ **2023** , the net carrying value of other intangible assets represented $ ~~751~~ **666** . ~~1~~ **7** million, or ~~86~~ **77** % of our total assets. Indefinite- lived intangible assets are evaluated for impairment annually, or more frequently if circumstances indicate impairment may have occurred. Definite- lived intangible assets totaling $ ~~750~~ **666** . ~~4~~ **0** million are amortized over 10 years. Due to the decrease in the share price over the second and fourth quarters of 2022, the Company recorded a significant goodwill impairment charge of $ 1, 315. 0 million during the year ended December 31, 2022. If future operating performance were to fall below current projections or if there are material changes to management' s assumptions, we could be required to recognize additional non- cash charges to operating earnings for other intangible asset impairment, which could be significant. Risks Related to Our Business and Industry ~~The~~ COVID- 19 ~~pandemic~~ has impacted, and may, along with future pandemics or epidemics, continue to impact, our operations and may materially and adversely affect our business and financial results. **There is continued uncertainty about the scope, duration, severity, trajectory, and lasting impact of** COVID- 19 ~~continues to impact the United States and the rest of the world and the pandemic has led to significant economic disruption. The impact of COVID- 19 on the economy and the healthcare industry is ongoing~~ . We continue to monitor the impact of COVID- 19 on our business. The extent to which COVID- 19 or a new pandemic, epidemic, or outbreak of an infectious disease may directly or indirectly impact our operations and results of operations will depend on multiple factors, including, but not limited to the ultimate geographic spread of the disease, the duration and scope of the outbreak, the emergence of variants, the availability and efficacy of vaccines, and government, social, business and other actions that are taken in response to the pandemic or outbreak. We may be unable to properly anticipate or prepare for these events and, as a result, our business may be materially adversely impacted. **P3 Health Partners Inc. | 2023 Form 10- K | 20** Due to COVID- 19 or another pandemic or public health emergency, we **have not been able to and in the future** may not be able to document the health conditions of our members as completely as we have in the past. Medicare pays capitation using a " risk adjustment model, " which compensates providers based on the health status (acuity) of each individual member. Payers with higher acuity members receive more, and those with lower acuity members receive less. Medicare requires that a patient' s health issues be documented annually regardless of the permanence of the underlying causes. Historically, this documentation was required to be completed during an in- person visit with a patient. As part of the Coronavirus Aid, Relief and Economic Security Act (" CARES Act "), Medicare is **now** allowing documentation for conditions identified during video visits with patients. However, given the disruption caused by COVID- 19, it is unclear whether we will be able to document the health conditions of our members as comprehensively as we did before COVID- 19, which may adversely impact our revenue in future periods. Due to our recurring contracted revenue model, ~~the~~ COVID- 19 **has** ~~pandemic did~~ not ~~have~~ **historically had** a material impact on our revenue ~~during 2021 and 2022~~ . Nearly 99 % of our total revenue ~~in~~ **during the years ended December 31, 2023 and** 2022 ~~and 98 % of our total revenue in 2021~~ is recurring, consisting of fixed per member per month capitation payments received from MA health plans. ~~Based upon claims paid to date~~ **Because of the nature of capitation arrangements** , **the full impact of the** ~~our direct costs in medical claims expense related to~~ COVID- 19 ~~claims were approximately $ 95. 5 million for the period from March 1, 2020 through December 31, 2022. We expect to incur additional COVID- 19 related costs given the volume of positive cases and " breakthrough " cases (positive cases in vaccinated patients) present in our markets. Because of the nature of capitation arrangements, the full impact of the COVID- 19 pandemic~~ may not be fully reflected in our results of operations and overall financial condition until future periods. To the extent ~~the~~ COVID- 19 ~~pandemic~~ adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in this " Risk Factors " section, including but not limited to the fact that our platform and the other systems or networks used in our business may experience an increase in attempted cyberattacks or targeted intrusion, ransomware, and phishing campaigns seeking to take advantage of shifts to employees working remotely using their household or personal internet networks. The success of any of these unauthorized attempts could substantially impact our platform, the proprietary and other confidential data contained therein or otherwise stored or processed in our operations, and ultimately our business, including but not limited to increased expenses incurred to improve our security controls and to remediate security vulnerabilities. We rely on our management team and key employees and our business, financial condition, cash flows and results of operations could be harmed if we are unable to retain qualified personnel. Our success depends largely upon the continued services of key members of senior management and other key employees. Most key employees are at- will employees and therefore they may terminate employment with us at any time with no advance notice. We also rely on our leadership team in the areas of managed care, operations and general and administrative functions. From time to time, there may be changes in our management team resulting from the hiring or departure of executives, which could disrupt our business. The replacement of one or more of our executive officers or other key employees would likely involve significant time and costs and may significantly delay or prevent the achievement of our business objectives. Our business would also be adversely affected if we fail to adequately plan for succession of our leadership or if we fail to effectively recruit, integrate, retain and develop key talent and / or align our talent with our business needs, in light of the current rapidly changing environment. Competition for qualified personnel in our industry is intense due to the limited number of individuals who possess the required skills and experience. In particular, we face substantial competition for physicians and other healthcare providers. As a result, as we continue to grow and enter new geographies, it may be difficult for us to hire additional qualified personnel with the necessary skills. We continued to experience labor shortages in ~~2022~~ **2023** ~~, in part due to the ongoing effects of COVID- 19~~ . A number of factors have and may in the future adversely affect the labor force available to us or increase labor costs, including high employment levels, federal unemployment subsidies, increased wages offered by other employers, vaccine mandates and other government regulations. In addition, we have experienced high employee turnover and expect to continue to experience high employee turnover in the future. New hires require significant training and, in most cases, take significant time before such personnel achieve full productivity. New employees may not become as productive as we expect, and we may be unable to hire or retain sufficient numbers of qualified individuals. If our retention efforts are not successful or our employee turnover rate increases in the future, our business, financial condition, cash flows and results of operations will be harmed. Finally, as job candidates often consider the value of the stock options or other equity instruments they are to receive in connection with their employment, the volatility in the price of our stock may adversely affect our ability to attract or retain highly skilled personnel. Further, the requirement to expense stock options and other equity instruments may discourage us from granting the size or type of stock option or equity awards that job candidates require to join our company. Failure to attract new personnel or failure to retain and motivate our current personnel could have a material adverse effect on our business, financial condition and results of operations. **P3 Health Partners Inc. | 2023 Form 10- K | 21** Our growth depends in part on our ability to identify and develop successful new geographies, physician partners, payors and patients. If we are not able to successfully execute upon our growth strategies, there may be a material adverse effect on our business, financial condition, cash flows and results of operations. Our business depends on our ability to identify and develop successful geographies and relationships with physician partners and payors, and to successfully execute upon our growth initiatives to increase the profitability of our physician partners. In order to pursue our strategy successfully, we must effectively implement our platform, partnership and network model, including identifying suitable candidates and successfully building relationships with and managing integration of new physician partners and payors. We contract with a limited number of affiliated professional entities and other physician partners and rely on such physicians within each geography. Our growth initiatives in our existing geographies depend, in part, on our physician partners' ability to increase their capacity to service Medicare patients, and to effectively meet increased patient demand. Our affiliated professional entities and other physician partners may encounter difficulties in recruiting additional primary care physicians to their practices due to many factors, including significant competition in their geographies. Accordingly, the loss or dissatisfaction of any physician partners, our inability to recruit and integrate physician partners into our model, or the failure of our affiliated professional entities or other physician partners to recruit additional primary care physicians or manage and scale capacity to timely meet patient demand, could substantially harm our brand and reputation, impact our competitiveness, inhibit widespread adoption of our platform, partnership and network model and impair our ability to attract new physician partners and maintain existing physician partnerships, both in new geographies and in geographies in which we currently operate, which could have a material adverse effect on our business, financial condition, cash flows and results of operations. Further, our growth strategy depends, in part, on securing and integrating new high- caliber physician partners and expanding into new geographies in which we have little or no operating experience. Integration and other risks can be more pronounced for larger and more complicated relationships or relationships outside of our core business space, or if multiple relationships are pursued simultaneously. Additionally, new geographies may be characterized by stakeholder preferences for, and experience with, rates of MA enrollment, MA reimbursement rates, payor concentration and rates of unnecessary variability in and utilization of medical care that differ from those in the geographies where our existing operations are located. Likewise, new geographies into which we seek to expand may have laws and regulations that differ from those applicable to our current operations. As an immature and rapidly growing company, we may be unfamiliar with the regulatory requirements in each geography that we enter, and we may be forced to incur significant expenditures to ensure compliance with requirements to which we are subject. If we are unable or unwilling to incur such costs, our growth in new geographies may be less successful than in our current geographies. Further, our growth to date has increased the significant demands on our management, operational and financial systems, infrastructure and ~~other~~ **human and capital** resources. We must continue to improve our existing systems for operational and financial management, including our reporting systems, procedures and controls. These improvements could require significant capital expenditures and place increasing demands on our management. We may not be successful in managing or expanding our operations or in maintaining adequate financial and operating systems and controls. If we do not successfully manage these processes, our business, financial condition, cash flows and results of operations could be harmed. If growth in the number of patients and physician partners on our platform decreases, or the number of services that we are able to provide to physician partners and members decreases, due to legal, economic or business developments, our business, financial condition and results of operations will be harmed. Substantially all of our total revenue relates to federal government healthcare programs. The policies and decisions made by the federal government regarding these programs have a substantial impact on our profitability. Additionally, our future results of operations depend, in part, on our ability to expand our services and offerings, including broadening our continuum of care. As we grow our member base, we will need to maintain and grow our network of providers. Certain of our providers are permitted to provide services on other platforms, and therefore, our success will be dependent on our ability to retain and recruit highly trained and licensed physicians and other providers to our platform. There are sometimes wide variations in the established per member reimbursement rates as a result of, among other things, members' risk status, acuity levels and age, plan benefit design and geography. As the composition of our membership base changes, due to programmatic, competitive, regulatory, benefit design, economic or other changes, there is a corresponding change to our premium revenue, costs and margins, which could have a material adverse effect on our business, financial condition, cash flows and results of operations. Additional factors that could affect our ability to sell products and services include, but are not limited to: **•** price, performance and functionality of our solution; **•** availability, price, performance and functionality of competing solutions; **•** our ability to develop and sell complementary services; **•** stability, performance and security of our hosting infrastructure and hosting services; and **•** changes in healthcare laws, regulations or trends. Any of these consequences could lower retention rate and have a material adverse effect on our business, financial condition and results of operations. If the estimates and assumptions we use to project the size, revenue or medical expense amounts of our target geographies are inaccurate or the cost of providing services exceeds the amounts received by us, our future growth prospects may be impacted, and we may generate losses or fail to attain financial performance targets. We often do not have access to reliable historical data regarding the size, revenue or medical expense levels of our target geographies or potential physician partners. As a result, our market opportunity estimates and financial forecasts developed as we enter into a new geography, are subject to significant uncertainty, and are based on assumptions and estimates that may not prove to be accurate. The estimates and forecasts in this Form 10- K **and our other public disclosures** relating to the size and expected growth of the market for our services and the estimates of our market opportunity may prove to be inaccurate. Principal assumptions relating to our market opportunity include estimates of the total number and average length of relationships between MA patients and their physicians, historical MA patient growth rates, amount of revenue and medical expenses associated with MA members expected to be attributed to our affiliated professional entities and other physician partners and historical experience that such physician partners have with a similar platform. Our opportunity is based on the assumption that our platform, partnership and network model will be more attractive to potential physician partners than competing options. However, potential physician partners may elect to pursue a different strategic option. Changes in our anticipated ratio of medical expense to revenue can significantly impact our financial results. Accordingly, the failure to adequately predict and control medical costs and expenses could have a material adverse effect on our business, results of operations, financial condition and cash flows. Additionally, the medical expenses of patients may be outside of our affiliated providers' control in the event that patients take certain actions that increase such expenses, such as unnecessary hospital visits **. Numerous factors impact our ability to accurately estimate and control our medical expenses, many of which are not within our control. Factors that may cause medical expenses to exceed estimates include: • the health status of our members; • higher levels of hospitalization among our members; • higher than expected utilization of new or existing healthcare services or technologies; • an increase in the cost of healthcare services and supplies, whether as a result of inflation or otherwise; • changes to mandated benefits or other changes in healthcare laws, regulations and practices; • increased costs attributable to specialist physicians, hospitals and ancillary providers; • changes in the demographics of our members and medical trends; • contractual or claims disputes with providers, hospitals or other service providers within and outside a health plan' s network;** **• the occurrence of catastrophes, major epidemics or pandemics, including COVID- 19 and any variants thereof, or acts of terrorism; and • the reduction of health plan premiums. Additionally, fluctuations in the magnitude of the hospital and physician network, including the discontinuation of a hospital or specialty or ancillary physician' s participation in our payors' provider network, could adversely impact our business, financial condition, cash flows, and results of operations** . If we underestimate or do not correctly predict the cost of the care our affiliated providers furnish to patients, we might be underpaid for the care that must be provided to patients, which could have a negative impact on our results of operations and financial condition. We primarily depend on reimbursement by third- party payors, as well as payments by individuals, which could lead to delays, uncertainties and disagreements regarding the timing and process of reimbursement, including any changes or reductions in Medicare reimbursement rates or rules. The reimbursement process is complex and can involve lengthy delays. Although we recognize revenue when we provide services to patients, we may from time to time experience delays in receiving the associated capitation payments or, for patients on fee- for- service arrangements, the reimbursement for the service provided. In addition, third- party payors may disallow, in whole or in part, requests for reimbursement based on determinations that the patient is not eligible for coverage, certain amounts are not reimbursable under plan coverage, were for services provided that were not medically necessary, or additional supporting documentation is necessary. Third- party payors are also increasingly focused on controlling healthcare costs, and such efforts, including any revisions to reimbursement policies, may further reduce, complicate or delay our reimbursement claims. Further, the Medicare program and its reimbursement rates and rules, upon which many third- party payors base their reimbursement rate, are subject to frequent change. **Each year, CMS issues a final rule to establish the MA benchmark payment rates for the following calendar year. Any reduction to MA reimbursement levels may have a material adverse effect on our business, results of operations, financial condition and cash flows. Additionally, any delay or default by the government in making Medicare reimbursement payments could materially and adversely affect our business, financial condition and results of operations.** Retroactive adjustments may change amounts realized from third- party payors. As described below, we are subject to audits by such payors, including governmental audits of our Medicare claims, and may be required to repay these payors if a finding is made that we were incorrectly reimbursed. Delays, uncertainties and disagreements regarding the reimbursement process may adversely affect accounts receivable, increase the overall costs of collection and cause us to incur additional borrowing and other costs related to resolving disagreements or uncertainties. For example, in July 2021, a discrepancy was identified in the service agreement with one of our health plans in the way the revenue of Medicare Part C and Medicare Part D was being calculated compared to the definitions of " revenue " under the service agreement. This discrepancy resulted in a contract dispute and a renegotiation of the service agreement. **In January 2023, the renegotiation was settled** ~~We have determined it is probable that resolution of this discrepancy will result in an~~ **and we reflected** ~~additional payment to~~ the ~~health plan~~ **known settlement** of ~~approximately~~ $ ~~10~~ **5** . ~~6~~ **0** million **within** ~~. This contingent liability is recorded in~~ health plan settlements payable **on our** ~~in the Company' s~~ consolidated balance ~~sheets~~ **sheet** ~~presented in this Form 10- K~~ **as of December 31, 2022. The remaining settlement balance of $ 3. 0 million is recorded within health plan settlements payable on our consolidated balance sheet as of December 31, 2023** . See Note ~~21~~ **20** " Commitments and Contingencies " to the consolidated financial statements included elsewhere in this Form 10- K for additional information on the impact of this discrepancy. In addition, certain of our patients are covered under health plans that require the patient to cover a portion of their own healthcare expenses through the payment of copayments or deductibles. We may not be able to collect the full amounts due with respect to these payments that are the patient' s financial responsibility, or in those instances where physicians provide services to uninsured individuals. To the extent permitted by law, amounts not covered by third- party payors are the obligations of individual patients for which we may not receive whole or partial payment. Any increase in cost shifting from third- party payors to individual patients, including as a result of high deductible plans for patients, increases our collection costs and reduces overall collections, which we may not be able to offset with sufficient revenue. In response to the COVID- 19 pandemic, the CMS, the federal agency responsible for administering the Medicare program, made several changes in the manner in which Medicare ~~will pay~~ **pays** for telehealth visits, many of which relax previous requirements, including site requirements for both the providers and patients, telehealth modality requirements and others. State law applicable to telehealth, particularly licensure requirements, ~~has~~ **was** also ~~been~~ relaxed in many jurisdictions as a result of the COVID- 19 pandemic. It is unclear which, if any, of these changes will remain in place permanently and which will be rolled- back ~~following the COVID- 19 pandemic~~ . If regulations change to restrict our ability to or prohibit us from delivering care through telehealth modalities, our financial condition and results of operations may be adversely affected. The termination or non- renewal of the Medicare Advantage contracts held by the health plans with which we contract, or the termination or nonrenewal of our contracts with those plans, could have a material adverse effect on our revenue and operations. We contract with health plans to provide capitated care services with respect to certain of their MA members. Our operations are dependent on a concentrated number of payors with whom we contract to provide services to members. Our contracts with four health plans to provide capitated care services for their members collectively accounted for approximately ~~79~~ **60** % and 67 % of our capitated revenue for the years ended December 31, ~~2021~~ **2023** and 2022, respectively. If a plan with which we contract for these services loses its MA contracts with CMS, receives reduced or insufficient government reimbursement under the MA program, decides to discontinue its MA and / or commercial plans, decides to contract with another company to provide capitated care services to its members, or decides to directly provide care, our contract with that plan could be at risk and we could lose revenue. In addition, certain of our contracts with health plans are terminable without cause. If any of these contracts were terminated, certain patients covered by such plans may choose to shift to another PCP within their health plan' s network. Moreover, our inability to maintain our agreements with health plans, in particular with key payors such as Centene Corporation, Atrio Health Plans, United Healthcare and Aetna, with respect to their MA members or to negotiate favorable terms for those agreements in the future, could result in the loss of patients and could have a material adverse effect on our profitability and business. The healthcare industry has also experienced a trend of consolidation, resulting in fewer but larger payors that have significant bargaining power, given their market share. Payments from payors are the result of negotiated rates. These rates may decline based on renegotiations and larger payors having significant bargaining power to negotiate higher discounted fee arrangements with healthcare providers. As a result, payors increasingly are demanding discounted fee structures or the assumption by healthcare providers of all or a portion of the financial risk related to paying for care provided through capitation agreements. ~~If any of~~ **We are dependent on** our affiliated professional entities ~~or~~ **and** other physician partners **be found to be noncompliant with these requirements,we could be assessed fines and penalties,could be required to refund reimbursement amounts or could lose our licensure or Medicare and / or Medicaid certification or accreditation so that we or affiliated professional entities are unable to receive reimbursement from such programs and possibly from other third- party payors,any of which could materially adversely affect our business,financial condition,cash flows or results of operations.We are dependent on our affiliated professional entities and other physician partners** and other providers to effectively manage the quality and cost of care and perform obligations under payor contracts.Our success depends upon our continued ability to collaborate with and expand a network of high- caliber affiliated professional entities and other physician partners who can provide high quality of care,improve clinical outcomes and effectively manage healthcare costs,which are key drivers of our profitability.Our physician partners could demand an increased payment arrangement or take other actions,or fail to take actions,that could result in higher medical costs,lower quality of care for our members,harm to our reputation or create difficulty meeting regulatory or other requirements.Likewise,our physician partners could take actions contrary to our instructions,requests,policies or objectives or applicable law,or could have economic or business interests or goals that are or become inconsistent with our own.Further,our physician partners may not engage with our platform to assist in improving overall quality of care and management of healthcare costs,which could produce results that are inconsistent with our estimates and financial models and negatively impact our growth.In addition to receiving care from our affiliated professional entities and other physician partners,our members also receive care from an array of hospitals,specialists and ancillary providers who typically contract directly with our payors.We cannot guarantee the quality and efficiency of services from such providers,over which we have no control.Members who receive sub- optimal healthcare from such providers may be dissatisfied with our physician partners,which would have a negative impact on member satisfaction and retention.Any of these consequences could adversely impact our business,financial condition and results of operations.We could also experience significant losses if the expenses incurred to deliver healthcare services to our attributed members exceed revenue we receive from payors in respect of our attributed members.Under a capitation contract,a payor typically prospectively pays periodic capitation payments representing a prospective budget from which its physician partnerships manage healthcare expenses on behalf of the population enrolled with that physician partnership.To manage total medical services expense,we rely on our affiliated professional entities' and other physician partners' ability to improve clinical outcomes,implement clinical initiatives to provide a better healthcare experience for our members and accurately and sufficiently document the risk profile of our members.While our contracts vary,generally,if the cost of medical care provided exceeds the corresponding capitation revenue we receive,we may realize operating deficits,which are typically not capped,and could lead to substantial losses. Reductions in the quality ratings of the health plans we serve could have a material adverse effect on our business,results of operations,financial condition and cash flows.As a result of the Affordable Care Act,as amended by the Health Care and Education Reconciliation Act (the " ACA "),the level of reimbursement each health plan receives from CMS is dependent,in part,upon the quality rating of the MA plan.Such ratings impact the percentage of any cost savings rebate and any bonuses earned by such health plan.Since a significant portion of our revenue is expected to be calculated as a percentage of CMS reimbursement received by these health plans with respect to our patients,reductions in the quality ratings of a health plan that we serve could have a material adverse effect on our business,results of operations,financial condition and cash flows.Given each health plan' s control of its plans and the many other providers that serve such plans,we believe that we will have limited ability to influence the overall quality rating of any such plan.The Bipartisan Budget Act,passed in February 2018,implemented certain changes to prevent artificial inflation of star ratings for MA plans offered by the same organization.In addition,CMS has terminated plans that have had a rating of less than three stars for three consecutive years,whereas MA plans with five stars are permitted to conduct enrollment throughout almost the entire year.Because low quality ratings can potentially lead to the termination of a plan that we serve,we may not be able to prevent the potential termination of a contracting plan or a shift of patients to other plans based upon quality issues which could,in turn,have a material adverse effect on our business,results of operations,financial condition and cash flows.We operate in a competitive industry,and if we are not able to compete effectively,our business,financial condition and results of operations will be harmed.Our industry is competitive and we expect it to attract increased competition,which could make it difficult for us to succeed.We currently face competition in various aspects of our business,including in offering a favorable reimbursement structure for physician partners and potential physician partners and attracting payors and physician partners who are not contracted with us,from a range of companies that provide similar services under different care models that could attract patients,providers and payors,including hospitals,managed service organizations and provider networks and data analysis consultants.Further,individual physicians who are contracted within our network may affiliate with our competitors.Competition from hospitals,managed service organizations and provider networks and data analysis consultants,payors and other parties could result in payors changing the benefit structure that is offered to our members,which could negatively impact our profitability and market share.Our primary competitors include Oak Street Health,Inc.,Cano Health,Inc.and agilon health,inc.,in addition to numerous local provider networks,hospitals and health systems.Moreover,large,well- financed payors have in some cases developed their own managed services tools and may provide these services to their physicians and patients at discounted prices,or may seek to expand their relationships with additional competing physicians or physician networks,including in geographic areas we serve.This may result in a more competitive environment and increased challenges to grow at the rates we have projected.We expect that competition will continue to increase as a result of consolidation in the healthcare industry and increased demand for its services.Some of our competitors may have greater name recognition,particularly in local geographies,longer operating histories,superior products or services and significantly greater resources than we do.Further,our current or potential competitors may be acquired by or partner with third parties with greater resources than we have.As a result,our competitors may be able to respond more quickly and effectively than we can to new or changing opportunities,technologies,standards or customer requirements and may have the ability to initiate or withstand substantial benefits structure and premium competition.In addition,current and potential competitors have established,and may in the future establish,cooperative relationships with providers of complementary services,technologies or services to increase the attractiveness of their services.Accordingly,new competitors or alliances may emerge that have greater market share,a larger customer base,better data aggregation systems,greater marketing expertise,greater financial resources and larger marketing teams than we have,which could put us at a competitive disadvantage.Our competitors could also be better positioned to serve certain segments of the healthcare delivery industry,which could create additional pressure on the premiums that our payors are able to charge.If we are unable to successfully compete,our business,financial condition,cash flows and results of operations could be materially adversely affected. Our future growth and the profitability of our business will depend in large part upon the effectiveness and efficiency of our marketing efforts,and our ability to develop brand awareness cost- effectively.Our business success depends on our ability to attract and retain members,which significantly depends on our marketing practices.Our future growth and profitability will depend in large part upon the effectiveness and efficiency of our marketing efforts,including our ability to: • create greater awareness of our brand; • identify the most effective and efficient levels of spending in each market,media and specific media vehicle; • determine the appropriate creative messages and media mix for advertising,marketing and promotional expenditures; • effectively manage marketing costs (including creative and media) to maintain acceptable consumer acquisition costs; • select the most effective markets,media and specific media vehicles in which to advertise;and • convert consumer inquiries into clients and members.We believe that developing and maintaining widespread awareness of our brand in a cost- effective manner is critical to achieving widespread adoption of our services and attracting new clients and members.Our brand promotion activities may not generate consumer awareness or increase revenue,and even if they do,any increase in revenue may not offset the expenses we incur in building our brand.If we fail to successfully promote and maintain our brand,or incur substantial expenses in doing so,we may fail to attract or retain members necessary to realize a sufficient return on our brand- building efforts or to achieve the widespread brand awareness that is critical for broad adoption of our brands.Developments affecting spending by the healthcare industry could adversely affect our business.The U.S.healthcare industry has changed significantly in recent years,and we expect that significant changes will continue to occur.General reductions in expenditures by healthcare industry participants could result from,among other things: ~~•~~ ● government regulations or private initiatives that affect the manner in which healthcare providers interact with patients,payors or other healthcare industry participants,including changes in pricing or means of delivery of healthcare products and services; ~~•~~ ● consolidation of healthcare industry participants; ~~•~~ ● reductions in government funding for healthcare;and ~~•~~ ● adverse changes in business or economic conditions affecting healthcare payors or providers or other healthcare industry participants.Any of these changes in healthcare spending could adversely affect our revenue.Even if general expenditures by industry participants remain the same or increase,developments in the healthcare industry may result in reduced spending in some or all of the specific markets that we serve now or in the future.However,the timing and impact of developments in the healthcare industry are difficult to predict.We cannot assure you that the demand for our solutions and services will continue to exist at current levels or that we will have adequate technical,financial,and marketing resources to react to changes in the healthcare industry.We and our affiliated professional entities and other physician partners may become subject to medical liability claims,which could cause us to incur significant expenses and may require us to pay significant damages if the claims are not covered by insurance.Our overall business entails the risk of medical liability claims. **Although we and our affiliated professionals carry insurance covering medical malpractice claims in amounts that we believe are appropriate in light of the risks attendant to the services rendered,** ~~Successful~~ **successful** medical liability claims could result in substantial damage awards that exceed the limits of our and those affiliated professionals' insurance coverage.We carry or ~~P3 Health Partners Inc.| 2023 Form 10- K | 27~~ will carry professional liability insurance for the Company and each of our healthcare professionals.Additionally,all of the network providers that contract or will contract with us separately carry or will carry professional liability insurance for themselves and their healthcare professionals.Professional liability insurance is expensive and insurance premiums may increase significantly in the future,particularly as we expand our services.As a result,adequate professional liability insurance may not be available to us and our affiliated professionals in the future at acceptable costs or at all,which may negatively impact our and our affiliated professionals' ability to provide services to members,and thereby adversely affect our overall business and operations.Any claims made against us or our affiliated professionals that are not fully covered by insurance could be costly to defend against,result in substantial damage awards,and divert the attention of our management and our affiliated professional entities from our operations,which could have a material adverse effect on our business,financial condition and results of operations.In addition,any claims may adversely affect our business or reputation.If we or our affiliated professional entities or other physician partners fail to comply with applicable data interoperability and information blocking rules,our consolidated results of operations could be adversely affected.The 21st Century Cures Act (the " Cures Act "),which was passed and signed into law in December 2016,includes provisions related to data interoperability,information blocking and patient access.In March 2020,the HHS,Office of the National Coordinator for Health Information Technology,(" ONC "),and CMS finalized and issued complementary rules that are intended to clarify provisions of the Cures Act regarding interoperability and information blocking,and include,among other things,requirements surrounding information blocking,changes to ONC' s health IT certification program and requirements that CMS regulated payors make relevant claims / care data and provider directory information available through standardized patient access and provider directory application programming interfaces that connect to provider electronic health record systems.The companion rules will transform the way in which healthcare providers,health IT developers,health information exchanges / health information networks (" HIEs / HINs "),and health plans share patient information,and create significant new requirements for healthcare industry participants.For example,the ONC rule,which went into effect on April 5,2021,prohibits healthcare providers,health IT developers of certified health IT,and HIEs / HINs from engaging in practices that are likely to interfere with,prevent,materially discourage,or otherwise inhibit the access,exchange or use of electronic health information (" EHI "),also known as " information blocking." To further support access and exchange of EHI,the ONC rule identifies eight " reasonable and necessary activities " as exceptions to information blocking activities,as long as specific conditions are met. ~~In June 2023,the HHS Office of Inspector General (" OIG ") published its final rule implementing the statutory penalties for information blocking,which are up to $ 1 million per violation.Enforcement of information blocking penalties began on September 1,2023.Further,in December 2023,ONC finalized its rule titled Health Data,Technology,and Interoperability:Certification Program Updates,Algorithm Transparency,and Information Sharing (" HTI- 1 Final Rule ").Among other things,the HTI- 1 Final Rule narrows the scope of entities that qualify as certified health IT developers,makes updates to its Health IT Certification Program requirements,a voluntary program for certifying health IT,and modifies the information blocking exceptions.~~ Any failure to comply with these rules could have a material adverse effect on our business,results of operations and financial condition.Our business and operations would suffer in the event of information technology system failures,security breaches,cyberattacks or other deficiencies in cybersecurity.Our information technology systems facilitate our ability to conduct our business.While we have disaster recovery systems and business continuity plans in place,any disruptions in our disaster recovery systems or the failure of these systems to operate as expected could,depending on the magnitude of the problem,adversely affect our operating results by limiting our capacity to effectively monitor and control our operations.Despite our implementation of a variety of security measures,our information technology systems could be subject to physical or electronic break- ins,and similar disruptions from unauthorized tampering or any weather- related disruptions where our headquarters is located.In addition,in the event that a significant number of our management personnel were unavailable in the event of a disaster,our ability to effectively conduct business could be adversely affected.In the ordinary course of our business,we,our affiliated professional entities or other physician partners collect and store sensitive data,including ~~personal~~ **personally identifiable** information,protected health information (" PHI "),intellectual property and proprietary business information owned or controlled by us or our employees,members and other parties ~~(collectively,“ Confidential Information ”)~~ .We manage and maintain our applications and data utilizing a combination of on- site systems and cloud- based data centers.We utilize external security and infrastructure vendors to provide and manage parts of our information technology systems,including our data centers.These applications and data encompass a wide variety of business- critical information,including research and development information,customer information,commercial ~~P3 Health Partners Inc.| 2023 Form 10- K | 28~~ information and business and financial information.We face a number of risks with respect to the protection of this ~~Confidential Information~~ **information** ,including loss of access,inappropriate use or disclosure,unauthorized access,inappropriate modification and the risk of being unable to adequately monitor and audit and modify our controls over our ~~Confidential~~ **critical** ~~Information~~ **information** .This risk extends to the third- party vendors and subcontractors we use to manage this sensitive data or otherwise process it on our behalf.A breach or failure of our or our third- party vendors’ or subcontractors’ network,hosted service providers or vendor systems could result from a variety of circumstances and events,including third- party action,employee negligence or error,malfeasance,malware (e.g.,ransomware) ~~,misconfigurations,“ bugs ” or other vulnerabilities~~ ,computer viruses,cyberattacks by computer hackers such as denial- of- service and phishing attacks,failures during the process of upgrading or replacing software and databases,power outages,hardware failures,telecommunication failures,user errors,or catastrophic events.If these third- party vendors or subcontractors fail to protect their information technology systems and our ~~Confidential~~ **confidential and proprietary** ~~Information~~ **information** ,we may be vulnerable to disruptions in service and unauthorized access to our ~~Confidential~~ **confidential or proprietary** ~~Information~~ **information** and we could incur liability and reputational damage.The secure processing,storage,maintenance and transmission of information are vital to our operations and business strategy,and we devote significant resources to protecting such ~~Confidential Information~~ **information** .Although we take reasonable measures to protect sensitive data from unauthorized access,use or disclosure,our information technology and infrastructure may still be vulnerable ~~.We~~ **to,and we** have in the past experienced,low- threat attacks by hackers or breaches due to employee error,malfeasance or other malicious or inadvertent disruptions. **Further** ~~For example~~ , ~~in April 2023 we were the target of a type of wire transfer fraud known as business email compromise (“ BEC ”) scam.BEC scams involve using social engineering to cause employees to wire funds to the perpetrators in the mistaken belief that the requests were made by a company executive or established vendor.While this fraud did not cause material losses to us,it reflects that we,like any company,are always at risk of being targeted for a cyberattack.Attacks~~ **attacks** upon information technology systems are increasing in their frequency,levels of persistence,sophistication and intensity,and are being conducted by sophisticated and organized groups and individuals with a wide range of motives and expertise.Furthermore,because the techniques used to obtain unauthorized access to,or to sabotage,systems change frequently and often are not recognized until launched against a target,we may be unable to anticipate these techniques or implement adequate preventative measures ~~against hacking,phishing,spoofing,BEC,employee error or manipulation,or other similar adverse events~~ .We may also experience security breaches that may remain undetected for an extended period. ~~Even if identified,we may be unable to adequately investigate or remediate incidents or breaches due to attackers increasingly using tools and techniques that are designed to circumvent controls,to avoid detection,and to remove or obfuscate forensic evidence.~~ Any such breach or interruption could compromise our networks and the ~~Confidential Information~~ **information** stored there could be accessed by unauthorized parties,publicly disclosed,lost or stolen.Our information systems must also be continually updated,patched and upgraded to protect against known vulnerabilities.The volume of new vulnerabilities has increased markedly,as has the criticality of patches and other remedial measures.In addition to remediating newly identified vulnerabilities,previously identified vulnerabilities must also be continuously addressed.Accordingly,we are at risk that cyberattackers exploit these known vulnerabilities before they have been addressed. ~~If a~~ **We and certain of our service providers are from time to time subject to** ~~cyberattack~~ **cyberattacks** ~~or~~ **and** security ~~incident~~ **incidents .While we do not believe that we have experienced any significant system failure,accident or security breach to date,if such an event** were to occur and cause interruptions in our operations,it could result in legal claims or proceedings,and liability under federal or state laws that protect the privacy of personal information,and corresponding regulatory penalties.In addition,we could face criminal liability,damages for contract breach and incur significant costs for remedial measures to prevent future occurrences and mitigate past violations.Notice of breaches may be required to be made to affected individuals or other state or federal regulators,and for extensive breaches,notice may need to be made to the media or State Attorneys General.Such a notice could harm our reputation and our ability to compete.Although we maintain insurance covering certain security and privacy damages and claim expenses,we may not carry insurance or maintain coverage sufficient to compensate for all liability and in any event,insurance coverage would not address the reputational damage that could result from a security incident.Despite our implementation of security measures to prevent unauthorized access,our data is currently accessible through multiple channels,and there is no guarantee we can protect our data from breach.Unauthorized access,loss or dissemination could also disrupt our operations and damage our reputation,any of which could adversely affect our business.Actual or perceived failures to comply with applicable data protection,privacy and security laws,regulations,standards and other requirements could adversely affect our business,financial condition and results of operations.Numerous state and federal laws,regulations,standards and other legal obligations,including consumer protection laws and regulations,which govern the collection,dissemination,use,access to,confidentiality,security and processing of ~~P3 Health Partners Inc.| 2023 Form 10- K | 29~~ personal information,including health- related information,could apply to our operations or the operations of our partners.For example,HIPAA,as amended by the Health Information Technology for Economic and Clinical Health Act of 2009,and regulations implemented thereunder (collectively,“ HIPAA ”),imposes privacy,security and breach notification obligations on certain healthcare providers,health plans,and healthcare clearinghouses,known as covered entities,as well as their business associates that perform certain services that involve creating,receiving,maintaining or transmitting individually identifiable health information for or on behalf of such covered entities,and their covered subcontractors.HIPAA requires covered entities,such as the affiliated professional entities or other physician partners,and business associates,such as us,to develop and maintain policies with respect to the protection of,use and disclosure of PHI,including the adoption of administrative,physical and technical safeguards to protect such information,and certain notification requirements in the event of a breach of unsecured PHI.Additionally,under HIPAA,covered entities must report breaches of unsecured PHI to affected individuals without unreasonable delay,not to exceed 60 days following discovery of the breach by a covered entity or its agents.Notification also must be made to the HHS Office for Civil Rights and,in certain circumstances involving large breaches,to the media.Business associates must report breaches of unsecured PHI to covered entities within 60 days of discovery of the breach by the business associate or its agents.A non- permitted use or disclosure of PHI is presumed to be a breach under HIPAA unless the covered entity or business associate establishes that there is a low probability the information has been compromised consistent with requirements enumerated in HIPAA.Entities that are found to be in violation of HIPAA as the result of a breach of unsecured PHI,a complaint about privacy practices or an audit by HHS may be subject to significant civil,criminal and administrative fines and penalties and / or additional reporting and oversight obligations if required to enter into a resolution agreement and corrective action plan with HHS to settle allegations of HIPAA non- compliance.HIPAA also authorizes state Attorneys General to file suit on behalf of their residents.Courts may award damages,costs and attorneys' fees related to violations of HIPAA in such cases.While HIPAA does not create a private right of action allowing individuals to sue us in civil court for violations of HIPAA,its standards have been used as the basis for duty of care in state civil suits such as those for negligence or recklessness in the misuse or breach of PHI. ~~The Federal Trade Commission (the " FTC ") also has authority to initiate enforcement actions against entities that mislead customers about HIPAA compliance,make deceptive statements about privacy and data sharing in privacy policies,fail to limit third- party use of personal health information,fail to implement policies to protect personal health information or engage in other unfair practices that harm customers or that may violate Section 5 (a) of the FTC Act.~~ Even when HIPAA does not apply,according to the **Federal Trade Commission (the "** FTC **")** ,violating consumers' privacy rights or failing to take appropriate steps to keep consumers' personal information secure may constitute unfair and / or deceptive acts or practices in violation of Section 5 (a) of the Federal Trade Commission Act.The FTC expects a company' s data security measures to be reasonable and appropriate in light of the sensitivity and volume of consumer information it holds,the size and complexity of its business,and the cost of available tools to improve security and reduce vulnerabilities. ~~We expect even greater scrutiny by federal and state regulators,partners,and consumers of our collection,use and disclosure of health information.Additionally,federal and state consumer protection laws are increasingly being applied by FTC and states' attorneys general to regulate the collection,use,storage,and disclosure of personal information,through websites or otherwise,and to regulate the presentation of website content.~~ Further,certain states have also adopted comparable privacy and security laws and regulations which govern the privacy,processing and protection of health- related and other personal information.Such laws and regulations will be subject to interpretation by various courts and other governmental authorities,thus creating potentially complex compliance issues for us and our future customers and strategic partners.For example,the state of Nevada enacted a law that went into force on October 1,2019 and requires companies to honor consumers' requests to no longer sell their data. ~~Further~~ **In addition** ,the California Consumer Privacy Act **of 2018 (the " CCPA ") went into effect on January 1,2020.The CCPA creates individual privacy rights for California consumers and increases the privacy and security obligations of entities handling certain personal information.The CCPA provides for civil penalties for violations** ,as ~~amended by~~ **well as a private right of action for data breaches that has increased the likelihood of,and risks associated with,data breach litigation.The CCPA has increased our compliance costs and potential liability,and similar laws have passed in Virginia,Colorado,Connecticut and Utah and have been proposed at the federal level and in other states,reflecting a trend toward more stringent privacy legislation in the United States.The enactment of such laws could have potentially conflicting requirements that would make compliance challenging.Further,** the California Privacy Rights Act (~~collectively,~~ the " ~~CCPA~~ - **CPRA** ") ~~requires~~ **generally went into effect on January 1,2023,and significantly amends the CCPA.The CPRA imposes additional data protection obligations on** covered businesses ~~that~~ **,including additional consumer rights processes,limitations on data uses,new audit requirements for higher risk data,and opt outs for certain uses of sensitive data.It also created a new California data protection agency authorized to issue substantive regulations and could result in increased privacy and information security enforcement.Additional compliance investment and potential business** process **changes may also be required** ~~the personal information of California residents to,among other things:provide certain disclosures to California residents regarding the business' s collection,use,and disclosure of their personal information;receive and respond to requests from California residents to access,delete,and correct their personal information,or to opt out of certain disclosures of their personal information,and enter into specific contractual provisions with service providers that process California resident personal information on the business' s behalf~~ . **In addition,** California' s Confidentiality of Medical Information Act (the " CMIA ") places restrictions on the use and disclosure of health information,including PHI,and other ~~personal~~ **personally identifying** information,and can impose a significant compliance obligation.Violations of the CMIA can result in criminal,civil and administrative sanctions,and the CMIA also provides individuals a private right of action with respect to disclosures of their health information that violate CMIA.In the event that we are subject to ~~P3 Health Partners Inc.| 2023 Form 10- K | 30~~ or affected by HIPAA,the CCPA, **the CPRA** or other domestic privacy and data protection laws,any liability from failure to comply with the requirements of these laws could adversely affect our financial condition ~~.Washington State also enacted a broadly applicable law to protect the privacy of personal health information known as the " My Health My Data Act," which generally requires affirmative consent for the collection,use,or sharing of any " consumer health data." Consumer health data is defined to include personal information that is linked or reasonably linkable to a consumer and that identifies a consumer' s past,present,or future physical or mental health status;consumer health data also includes information that is derived or extrapolated from non- health information,such as algorithms and machine learning.Nevada has also passed a similar consumer health data law,and given the increased focus on the use of health data by entities that are not subject to~~

~~HIPAA,additional states are expected to pass consumer health privacy laws~~ .Although we work to comply with applicable laws,regulations and standards,our contractual obligations and other legal obligations,these requirements are evolving and may be modified,interpreted and applied in an inconsistent manner from one jurisdiction to another,and may conflict with one another or other legal obligations with which we must comply.Any failure or perceived failure by us or our employees,representatives,contractors,consultants,collaborators,or other third parties to comply with such requirements or adequately address privacy and security concerns,even if unfounded,could result in additional cost and liability to us,damage our reputation,and adversely affect our business and results of operations.Legal proceedings in connection with the Business Combinations,the outcome of which is uncertain,could draw the attention of our management team away from the operation of our business.Prior to execution of the definitive agreements for the Business Combinations,Hudson Vegas Investment SPV,LLC,(" Hudson "),one of our existing equity holders,asserted that it had an option to purchase additional equity interests in P3 Health Group Holdings,LLC (" Legacy P3 ") in connection with the pending transaction with Foresight (the " Purchase Option ").We do not agree that the Purchase Option applies to the Business Combinations.On June 11,2021,Hudson filed an action in the Delaware Court of Chancery (the " Hudson Action "),in which it challenged the Business Combinations.Specifically,Hudson purports to assert claims against Legacy P3,the members of the Legacy P3 Board of Managers,certain of the Legacy P3 officers and Chicago Pacific Founders Fund,L.P.(" CPF "),for breach of the Third Amended and Restated Limited Liability Company Agreement of Legacy P3,dated as of April 16,2020 (the " Legacy P3 LLC Agreement "),(against Legacy P3 and CPF),breach of fiduciary duty (against certain of Legacy P3' s officers) and breach of alleged contractual standards of conduct (against the Legacy P3 Board of Managers) in connection with the process leading up to,and approval of,the Business Combinations.In the Hudson Action,Hudson sought to enjoin the consummation of the Business Combinations,and seeks a declaration that the Business Combinations violate its rights under the Legacy P3 LLC Agreement,a declaration that the members of the Legacy P3 Board of Managers and certain of Legacy P3' s officers breached their fiduciary duties,and money damages including attorneys' fees.See " Item 3.Legal Proceedings " for a description of the Hudson Class D Dispute proceedings.Defending or settling this lawsuit could draw the attention of our management team away from the operation of our business and while we are indemnified by the P3 Equityholders for costs in connection with this lawsuit,it is possible that we could nonetheless incur financial losses if disputes arise with respect to the extent of the indemnification obligations.Any future litigation against us could be costly and time- consuming to defend.We may become subject,from time to time,to legal proceedings,federal and state audits,government investigations,and payor audits,investigations,overpayments,and claims that arise in the ordinary course of business such as claims brought by our clients in connection with commercial disputes or employment claims made by our current or former associates.Litigation and audits may result in substantial costs and may divert management' s attention and resources,which may substantially harm our business,financial condition and results of operations.Insurance may not cover such claims,may not provide sufficient payments to cover all of the costs to resolve one or more such claims and may not continue to be available on terms acceptable to us.A claim brought against us that is uninsured or underinsured could result in unanticipated costs,thereby reducing our earnings and leading analysts or potential investors to reduce their expectations of our performance,which could reduce the market price of our Class A common stock or publicly traded warrants. ~~P3 Health Partners Inc.| 2023 Form 10- K | 31~~ Changes in U.S.tax laws,and the adoption of tax reform policies or changes in tax legislation or policies in jurisdictions outside of the United States,could adversely affect our operating results and financial condition.We are subject to federal and state income and non- income taxes in the United States.Tax laws,regulations,and administrative practices in various jurisdictions may be subject to significant change,with or without notice,due to economic,political,and other conditions,and significant judgment is required in evaluating and estimating these taxes **.For example,legislation commonly known as the Inflation Reduction Act (" IRA "),was signed into law on August 16,2022.Among other things,the IRA includes a 1 % excise tax on corporate stock repurchases,applicable to repurchases after December 31,2022.We are in the process of evaluating the potential impacts of the IRA to us** .Our effective tax rates could be affected by numerous factors,such as entry into new businesses and geographies,changes to our existing business and operations,acquisitions and investments and how they are financed,changes in our stock price,changes in our deferred tax assets and liabilities and their valuation,and changes in the relevant tax,accounting,and other laws,regulations,administrative practices,principles and interpretations.We are required to take positions regarding the interpretation of complex statutory and regulatory tax rules and on valuation matters that are subject to uncertainty,and tax authorities may challenge the positions that we take.Our quarterly results may fluctuate significantly,which could adversely impact the value of our Class A common stock and publicly traded warrants.Our quarterly results of operations,including our revenue,net loss and cash flows,has varied and may vary significantly in the future,and period- to- period comparisons of our results of operations may not be meaningful.Accordingly,our quarterly results should not be relied upon as an indication of future performance.Our quarterly financial results may fluctuate as a result of a variety of factors,many of which are outside of our control,including,without limitation,the following: ~~•~~ ● our ability to maintain and grow the number of members on our platform; ~~•~~ ● the demand for and types of services that are offered on our platform by providers; ~~•~~ ● the timing of recognition of revenue,including possible delays in the recognition of revenue due to sometimes unpredictable implementation timelines; ~~•~~ ● the amount and timing of operating expenses related to the maintenance and expansion of our business,operations and infrastructure; ~~•~~ ● our ability to effectively manage the size and composition of our network of healthcare providers relative to the level of demand for services from our members and our clients' members and patients; ~~•~~ ● our ability to respond to competitive developments,including pricing changes and the introduction of new products and services by our competitors; ~~•~~ ● client and member renewal rates and the timing and terms of client and member renewals; ~~•~~ ● changes to our pricing model; ~~•~~ ● our ability to introduce new features and services and enhance our existing platform and our ability to generate significant revenue from new features and services; ~~•~~ ● the impact of outages of our platform and associated reputational harm; ~~•~~ ● security or data privacy breaches and associated remediation costs; ~~•~~ ● the timing of expenses related to the development or acquisition of technologies or businesses;and ~~•~~ ● the

COVID- 19 pandemic or other pandemics.Any fluctuation in our quarterly results may not accurately reflect the underlying performance of our business and could cause a decline in the trading price of our Class A common stock and publicly traded warrants. ~~P3 Health Partners Inc.| 2023 Form 10- K | 32~~ Our only significant asset is the ownership of a minority of the economic interest in P3 LLC,and such ownership may not be sufficient to generate the funds necessary to meet our financial obligations or to pay any dividends on our Class A common stock.We have no direct operations and no significant assets other than the ownership of a minority of the economic interests in P3 LLC.As of December 31, ~~2023~~ **2022** ,we owned approximately ~~37~~ **17** . ~~2~~ **1** % of the economic interests in P3 LLC.We depend on P3 LLC and its subsidiaries for distributions,loans and other payments to generate the funds necessary to meet our financial obligations,including to satisfy our obligations under the Tax Receivable Agreement,or to pay any dividends with respect to our Class A Common Stock.Legal and contractual restrictions in agreements governing the indebtedness of P3 LLC and its subsidiaries may limit our ability to obtain cash from P3 LLC.The earnings from,or other available assets of,P3 LLC and its subsidiaries may not be sufficient to enable us to satisfy our financial obligations,including our obligations under the Tax Receivable Agreement,or pay any dividends on our Class A common stock should we decide to do so.P3 LLC will be classified as a partnership for U.S.federal income tax purposes and,as such,will generally not be subject to entity level U.S.federal income tax.Instead,taxable income will be allocated to holders of P3 LLC units,including us.As a result,we generally will incur taxes on our allocable share of any net taxable income generated by P3 LLC.Under the terms of the P3 LLC Amended and Restated Limited Liability Agreement (the “ P3 LLC A & R LLC Agreement ”),and the Tax Receivable Agreement,P3 LLC will be obligated to make tax distributions or payments to holders of its P3 LLC units,including us,except to the extent such distributions or payments would render P3 LLC insolvent or are otherwise prohibited by law or the terms of any credit facility.In addition to our tax payment obligations,we will also incur expenses related to our operations and our interests in P3 LLC,including costs and expenses of being a publicly traded company,all of which could be significant.To the extent that we require funds and P3 LLC or its subsidiaries are restricted from making distributions under applicable law or regulation or under the terms of their financing arrangements,or are otherwise unable to provide such funds,it could materially adversely affect our liquidity and financial condition,including our ability to pay our income taxes when due. ~~Our business could be adversely impacted by climate change,extreme weather conditions and natural disasters.The intensifying effects of climate change present physical,liability,and transition risks with both macro and micro implications for companies and financial markets.There is increasing concern that a gradual increase in global average temperatures due to increased concentration of carbon dioxide and other greenhouse gases in the atmosphere are causing significant changes in weather patterns around the globe and an increase in the frequency and severity of natural disasters.Changes in weather patterns and an increased frequency,intensity and duration of extreme weather events (such as floods,droughts,wildfires and severe storms),whether as a result of climate change or otherwise,could,among other things,disrupt our operations or damage or destroy our headquarters or owned or managed clinics,which may cause us to suffer losses and additional costs to maintain or resume operations,which could have an adverse impact on our business and results of operations.In addition,implementing changes to mitigate risks associated with such events may result in substantial short- and long- term additional operational expenses,which may materially affect our profitability.~~ Risks Related to Our Legal and Regulatory Environment We conduct business in a heavily regulated industry and if we fail to adhere to all of the complex government laws and regulations that apply to our business,we could incur fines or penalties or be required to make changes to our operations or experience adverse publicity,any or all of which could have a material adverse effect on our business,results of operations,financial condition,cash flows,and reputation.The U.S.healthcare industry is heavily regulated and closely scrutinized by federal,state and local governments.Comprehensive statutes and regulations govern the manner in which we provide and bill for services and collect reimbursement from governmental programs and private payors,our contractual relationships and arrangements with healthcare providers and vendors,our marketing activities and other aspects of our operations.Of particular importance are: ~~•~~ **●** the federal Anti- Kickback Statute (the “ AKS ”),which prohibits the knowing and willful offer,payment,solicitation or receipt of any bribe,kickback,rebate or other remuneration for referring an individual,in return for ordering,leasing,purchasing or recommending or arranging for or to induce the referral of an individual or the ordering,purchasing or leasing of items or services covered,in whole or in part,by any federal healthcare program,such as Medicare and Medicaid.Although there are several statutory exceptions and regulatory safe harbors protecting certain common activities from prosecution,the exceptions and safe harbors are drawn narrowly.By way of example,the AKS safe harbor for value- based arrangements requires, ~~P3 Health Partners Inc.| 2023 Form 10- K | 33~~ among other things,that the arrangement does not induce a person or entity to reduce or limit medically necessary items or services furnished to any patient.Failure to meet the requirements of a safe harbor,however,does not render an arrangement illegal,although such arrangements may be subject to greater scrutiny by government authorities.Further,a person or entity does not need to have actual knowledge of the statute or specific intent to violate it to have committed a violation; ~~•~~ **●** the federal physician self- referral law (the “ Stark Law ”),which,subject to limited exceptions,prohibits physicians from referring Medicare or Medicaid patients to an entity for the provision of certain designated health services (“ DHS ”),if the physician or a member of such physician’ s immediate family has a direct or indirect financial relationship (including an ownership interest or a compensation arrangement) with the entity,and prohibits the entity from billing Medicare or Medicaid for such DHS.Unlike the AKS,the Stark Law is violated if the financial arrangement does not meet an applicable exception,regardless of any intent by the parties to induce or reward referrals or the reasons for the financial relationship and the referral; ~~•~~ **●** the federal False Claims Act (the “ FCA ”),which imposes civil and criminal liability on individuals or entities that knowingly submit false or fraudulent claims for payment to the government or knowingly make,or cause to be made,a false statement in order to have a false claim paid,including qui tam or whistleblower suits.There are many potential bases for liability under the FCA.The government has used the FCA to prosecute Medicare and other government healthcare program fraud;including alleged upcoding or improper coding of diagnosis codes under the risk- adjustment methodology,billing for services not provided,and providing care that is not medically necessary or that is substandard in quality.In addition,we could be held liable under the FCA if we are deemed to “ cause ” the submission of false or fraudulent claims by,for example,providing inaccurate billing,coding or risk adjustment information to our affiliated professional entities and other physician partners through Provider Portal and Analytic Management Tools,respectively.The government may also assert that a claim including items or services resulting from a violation of the AKS or Stark Law constitutes a false or fraudulent claim for purposes of the FCA; ~~•~~**●** the Civil Monetary Penalties Statute,which prohibits,among other things,an individual or entity from offering remuneration to a federal healthcare program beneficiary that the individual or entity knows or should know is likely to influence the beneficiary to order or receive healthcare items or services from a particular provider; ~~•~~**●** the criminal healthcare fraud provisions of HIPAA and related rules that prohibit knowingly and willfully executing a scheme or artifice to defraud any healthcare benefit program or falsifying,concealing or covering up a material fact or making any material false,fictitious or fraudulent statement in connection with the delivery of or payment for healthcare benefits,items or services.Similar to the AKS,a person or entity does not need to have actual knowledge of the statute or specific intent to violate it to have committed a violation; ~~•~~**●** reassignment of payment rules that prohibit certain types of billing and collection practices in connection with claims payable by the Medicare or Medicaid programs; ~~•~~**●** similar state law provisions pertaining to anti- kickback,self- referral and false claims issues,some of which may apply to items or services reimbursed by any payor,including patients and commercial insurers; ~~•~~**●** laws that regulate debt collection practices; ~~•~~**●** a provision of the Social Security Act that imposes criminal penalties on healthcare providers who fail to disclose,or refund known overpayments; ~~•~~**●** federal and state laws that prohibit providers from billing and receiving payment from Medicare and Medicaid for services unless the services are medically necessary,adequately and accurately documented,and billed using codes that accurately reflect the type and level of services rendered;and ~~•~~**●** federal and state laws pertaining to the provision of services by nurse practitioners and physician assistants in certain settings,physician supervision of those services,and reimbursement requirements that depend on the types of services provided and documented and relationships between physician supervisors and nurse practitioners and physician assistants. ~~P3 Health Partners Inc.| 2023 Form 10- K | 34~~ The laws and regulations in these areas **are complex,changing and often subject to varying interpretations.As a result,there is no guarantee that a government authority will find that we or our affiliated professional entities or other physician partners are in compliance with all such laws and regulations that apply to our business.Further,because of the breadth of these laws and the narrowness of the statutory exceptions and safe harbors available,it is possible that some of the business activities undertaken by us or our affiliated professional entities or other physician partners could be subject to challenge under one or more of these laws,including,without limitation,our patient assistance programs that waive or reduce the patient’ s obligation to pay copayments,coinsurance or deductible amounts owed for the services we provide to them if they meet certain financial need criteria.If our operations are found to be in violation of any of such laws or any other governmental regulations that apply,we may be subject to significant penalties,including,without limitation,administrative,civil and criminal penalties,damages,fines,disgorgement,the curtailment or restructuring of operations,integrity oversight and reporting obligations,exclusion from participation in federal and state healthcare programs and imprisonment.In addition,any action against us or our affiliated professional entities or other physician partners for violation of these laws or regulations,even if we successfully defend against it,could cause us to incur significant legal expenses,divert our management’ s attention from the operation of our business and result in adverse publicity,or otherwise experience a material adverse impact on our business,results of operations,financial condition,cash flows,reputation as a result.If any of our owned or managed clinics lose their regulatory licenses,permits and / or registrations,as applicable,or become ineligible to receive reimbursement under Medicare,Medicaid or other third- party payors,there may be a material adverse effect on our business,financial condition,cash flows,or results of operations.The operations of our owned and managed clinics through affiliated professional entities and other physician partners are subject to extensive federal,state and local regulation relating to,among other things,the adequacy of medical care,equipment,personnel,operating policies and procedures and proof of financial ability to operate.Our owned and managed clinics and affiliated professional entities and other physician partners are also subject to extensive laws and regulation relating to facility and professional licensure,conduct of operations,including financial relationships among healthcare providers,Medicare,Medicaid and state fraud and abuse and physician self- referrals,and maintaining updates to our and our affiliated professional entities’ and other physician partners’ enrollment in the Medicare and Medicaid programs,including addition of new clinic locations,providers and other enrollment information.Our owned and managed clinics are subject to periodic inspection by licensing authorities to assure their continued compliance with these various standards.There can be no assurance that these regulatory authorities will determine that all applicable requirements are fully met at any given time.Should any of our owned or managed clinics** lose their regulatory licenses, permits **, accreditations** and / or ~~accreditation status~~ **registrations, as applicable** , or become ineligible to receive reimbursement under Medicare ~~or~~ **,** Medicaid or other third- party payors, there may be a material adverse effect on our business, financial condition, cash flows, or results of operations. The operations of our **owned and** managed clinics through our affiliated professional entities ~~or~~ **and** other physician partners are subject to extensive federal, state and local regulation relating to, among other things, the adequacy of medical care, equipment, personnel, operating policies and procedures, fire prevention, rate- setting ~~and~~ **,** compliance with building codes and environmental protection **and proof of financial ability to operate** . Our **owned and** managed clinics and affiliated professional entities **and other physician partners** are also subject to extensive laws and regulation relating to facility and professional licensure, conduct of operations, including financial relationships among healthcare providers, Medicare ~~and~~ **,** Medicaid **and state** fraud and abuse and physician self- referrals, and maintaining updates to our affiliated professional entities’ **and other physician partners’** enrollment in the Medicare and Medicaid programs, including the addition of new clinic locations, providers and other enrollment information. Our **owned and** managed clinics and ~~affiliated~~ **affiliates** professional entities are subject to periodic inspection by licensing authorities and accreditation organizations to assure their continued compliance with these various standards. There can be no assurance that these regulatory authorities will determine that all applicable requirements are fully met at any given time. Should any of our **owned or** managed clinics or affiliated professional entities be found to be noncompliant with these...... any of our owned or managed clinics be found to be noncompliant with these requirements, we could be assessed fines and penalties, could be required to refund reimbursement amounts or could lose our licensure or Medicare and / or Medicaid certification so that we or our affiliated professional entities and other physician partners are unable to receive reimbursement from such programs and possibly from other third- party payors, any of which could materially adversely affect our business, financial condition, cash flows or results of operations. If our arrangements with our affiliated professional entities and other physician partners are found to constitute the improper rendering of medical services or fee splitting under applicable state laws, our business, financial condition and our ability to operate in those states could be adversely impacted. Our contractual relationships with our affiliated professional entities and other physician partners may implicate certain state laws that generally prohibit non- professional entities from providing licensed medical services or exercising control over licensed physicians or other healthcare professionals (such activities generally referred to as the " corporate practice of medicine ") or engaging in certain practices such as fee- splitting with such licensed professionals. The interpretation and enforcement of these laws vary significantly from state to state. There can be no assurance that these laws will be interpreted in a manner consistent with our practices or that other laws or regulations will not be enacted in the future that could have a material and adverse effect on our business, financial condition and results of operations. Regulatory authorities, state boards of medicine, state attorneys general and other parties may assert that, despite the agreements through which we operate, we are engaged in the provision of medical services and / or that our arrangements with our affiliated professional entities and other physician partners constitute unlawful fee- splitting. If a jurisdiction' s prohibition on the corporate practice of medicine or fee- splitting is interpreted in a manner that is inconsistent with our practices, we would be required to restructure or terminate our arrangements with our affiliated professional entities and other physician partners to bring our activities into compliance with such laws. A determination of non- compliance, or the termination of or failure to successfully restructure these relationships could result in disciplinary action, penalties, damages, fines, and / or a loss of revenue, any of which could have a material and adverse effect on our business, financial condition and results of operations. State corporate practice and fee- splitting prohibitions also often impose penalties on healthcare professionals for aiding in the improper rendering of professional services, which could discourage physicians and other healthcare professionals from providing clinical services to members of the health plans with whom we contract. We face inspections, reviews, audits and investigations under federal and state government programs and contracts. These audits could have adverse findings that may negatively affect our business, including our results of operations, liquidity, financial condition and reputation. As a result of our participation in the Medicare and Medicaid programs, we are subject to various governmental inspections, reviews, audits and investigations to verify our compliance with these programs and applicable laws and regulations. Other third- party payors may also reserve the right to conduct audits. We also periodically conduct internal audits and reviews of our regulatory compliance. An adverse inspection, review, audit or investigation could result in: • refunding amounts we have been paid pursuant to the Medicare or Medicaid programs or from payors; • state or federal agencies imposing fines, penalties and other sanctions on us; • temporary suspension of payment for new patients to the facility or agency; • decertification or exclusion from participation in the Medicare or Medicaid programs or one or more payor networks; • self- disclosure of violations to applicable regulatory authorities; • damage to our reputation; • the revocation of a facility' s or agency' s license; • criminal penalties; • a corporate integrity agreement with HHS' s Office of Inspector General; and • loss of certain rights under, or termination of, our contracts with payors. We have in the past and will likely in the future be required to refund amounts we have been paid and / or pay fines and penalties as a result of these inspections, reviews, audits and investigations. If adverse inspections, reviews, audits or investigations occur and any of the results noted above occur, it could have a material adverse effect on our business and operating results. Furthermore, the legal, document production and other costs associated with complying with these inspections, reviews, audits or investigations could be significant. Our records and submissions to a health plan may contain inaccurate or unsupportable information regarding risk adjustment scores of members, which could cause us to overstate or understate our revenue and subject us to various penalties. The claims and encounter records that we submit to health plans may impact data that support the Medicare Risk Adjustment Factor (" RAF ") scores attributable to members. These RAF scores determine, in part, the revenue to which the health plans and, in turn, we or our affiliated professional entities or other physician partners are entitled for the provision of medical care to such members. The data submitted to CMS by each health plan is based, in part, on medical charts and diagnosis codes that we prepare and submit to the health plans. Each health plan generally relies on us and our affiliated professional entities or other physician partners to appropriately document and support such RAF data in our medical records. Each health plan also relies on us and our affiliated professional entities or other physician partners to appropriately code claims for medical services provided to members. Erroneous claims and erroneous encounter records and submissions could result in inaccurate revenue and risk adjustment payments, which may be subject to correction or retroactive adjustment in later periods. This corrected or adjusted information may be reflected in financial statements for periods subsequent to the period in which the revenue was recorded. We might also need to refund a portion of the revenue that we received, which refund, depending on its magnitude, could damage our relationship with the applicable health plan and could have an adverse effect on our business, results of operations, financial condition and cash flows. Additionally, CMS audits MA plans for documentation to support RAF- related payments for members chosen at random. The MA plans ask providers to submit the underlying documentation for members that they serve. It is possible that claims associated with members with higher RAF scores could be subject to more scrutiny in a CMS or plan audit. There is a possibility that an MA plan may seek repayment from us should CMS make any payment adjustments to the MA plan as a result of its audits. The plans also may hold us liable for any penalties owed to CMS for inaccurate or unsupportable RAF scores provided by us or our affiliated professional entities or other physician partners. In addition, we could be liable for penalties to the government under the federal FCA, that include a monetary penalty adjusted for inflation on an annual basis for each false claim, plus up to three times the amount of damages caused by each false claim, which can be as much as the amounts received directly or indirectly from the government for each such false claim. CMS has indicated that payment adjustments will not be limited to RAF scores for the specific MA enrollees for which errors are found but may also be extrapolated to the entire MA plan subject to a particular CMS contract. Based on a recent final rule issued by CMS in January 2023, although 2011 to 2017 plan years are still subject to audit, overpayments to MA plans that are identified as a result of a Risk Adjustment Data Validation (" RADV "), audit will only be subject to extrapolation for plan year 2018 and any subsequent plan year. In addition, CMS will not apply an adjustment factor, known as a FFS Adjuster, in RADV audits to account for potential differences in diagnostic coding between the MA program and Medicare FFS program. We are continuing to assess the potential impact this final rule may have on our business and operations. **On March 31, 2023, CMS issued its final 2024 Medicare Advantage Rate Announcement, which implements a three- year phase- in of certain changes to the methodology CMS will use to perform risk adjustment for plan years 2024 through 2026. Under the new risk adjustment model that was implemented in 2024, CMS has changed the manner by which over 2, 000 diagnosis codes, across a range of disease and condition categories, are considered for purposes of patient risk scoring, with certain of these codes no longer impacting risk scoring. While the codes subject to changes represent only a fraction of the total number of conditions considered for purposes of risk adjustment, this change and any future changes to CMS' s risk adjustment methodology could impact the revenue we record from Medicare Advantage plans.** There can be no assurance that a health plan will not be randomly selected or targeted for review by CMS or that the outcome of such a review will not result in a material adjustment in our revenue and profitability, even if the information we submitted to the plan is accurate and supportable. The impact on us of recent healthcare legislation and other changes in the healthcare industry and in healthcare spending is currently unknown, but may adversely affect our business, financial condition and results of operations. The impact on us of healthcare reform legislation and other changes in the healthcare industry and in healthcare spending is currently unknown, but may adversely affect our business, financial condition and results of operations. Our revenue is dependent on the healthcare industry and could be affected by changes in healthcare spending, reimbursement and policy. The healthcare industry is subject to changing political, regulatory and other influences. By way of example, the ACA, which was enacted in 2010, made major changes in how healthcare is delivered and reimbursed, and it increased access to health insurance benefits to the uninsured and underinsured populations of the United States. Since its enactment, there have been judicial, executive and Congressional challenges to certain aspects of the ACA. On June 17, 2021, the U. S. Supreme Court dismissed the most recent judicial challenge to the ACA brought by several states without specifically ruling on the constitutionality of the ACA. ~~Prior to the Supreme Court' s decision, President Biden issued an executive order initiating a special enrollment period from February 15, 2021 through August 15, 2021 for purposes of obtaining health insurance coverage through the ACA marketplace. The executive order also instructed certain governmental agencies to review and reconsider their existing policies and rules that limit access to healthcare.~~ Other legislative changes have been proposed and adopted since the ACA was enacted. These changes include aggregate reductions to Medicare payments to providers, which began in 2013 and will remain in effect through **the first six months of fiscal year** 2032, with the exception of a temporary suspension from May 1, 2020 through March ~~30~~ **31** , 2022, unless additional Congressional action is taken. In January 2013, the American Taxpayer Relief Act of 2012 was signed into law, which, among other things, further reduced Medicare payments to several types of providers, including hospitals, imaging centers and cancer treatment centers, and increased the statute of limitations period for the government to recover overpayments to providers from three to five years. New laws may result in additional reductions in Medicare and other healthcare funding, which may materially adversely affect consumer demand and affordability for our products and services and, accordingly, the results of our financial operations. Additional changes that may affect our business include the expansion of new programs such as Medicare payment for performance initiatives for physicians under the Medicare Access and CHIP Reauthorization Act of 2015 (" MACRA "), which first affected physician payment in 2019. At this time, it is unclear how the introduction of the Medicare quality payment program will impact overall physician reimbursement. Such changes in the regulatory environment may also result in changes to our payer mix that may affect our operations and revenue. In addition, certain provisions of the ACA authorize voluntary demonstration projects, which include the development of bundling payments for acute, inpatient hospital services, physician services and post- acute services for episodes of hospital care. Further, the ACA may adversely affect payors by increasing medical costs generally, which could have an effect on the industry and potentially impact our business and revenue as payors seek to offset these increases by reducing costs in other areas. In addition, new legislative proposals to reform healthcare and government insurance programs, along with the trend toward managed healthcare in the United States, could result in reduced demand and prices for our services. We expect that additional state and federal healthcare reform measures will be adopted in the future, any of which could limit the amounts that federal and state governments and other third- party payers will pay for healthcare products and services, which could adversely affect our business, financial condition and results of operations. The evolving regulation of value- based reimbursement models may have a material adverse effect on our operations. Regulation of downstream risk- sharing arrangements, including, but not limited to, global risk and other value- based arrangements, varies significantly from state to state. Some states require downstream entities and risk- bearing entities to obtain an insurance license, a certificate of authority, or an equivalent authorization, in order to participate in downstream risk- sharing arrangements with payors. In some states, statutes, regulations and / or formal guidance explicitly address whether and in what manner the state regulates the transfer of risk by a payor to a downstream entity. However, the majority of states do not explicitly address the issue, and in such states, regulators may nonetheless interpret statutes and regulations to regulate such activity. If downstream risk- sharing arrangements are not regulated directly in a particular state, the state regulatory agency may nonetheless require oversight by the licensed payor as the party to such a downstream risk- sharing arrangement. Such oversight is accomplished via contract and may include the imposition of reserve requirements, as well as reporting obligations. Further, state regulatory stances regarding downstream risk- sharing arrangements can change rapidly and codified provisions may not keep pace with evolving risk- sharing mechanisms and other new value- based reimbursement models. Certain of the states where we currently operate or may choose to operate in the future regulate the operations and financial condition of risk bearing organizations like us and our affiliated providers. These regulations can include capital requirements, licensing or certification, governance controls and other similar matters. As a result, new and existing laws, regulations or guidance could have a material adverse effect on our operations and could subject us to the risk of restructuring or terminating our arrangements with our affiliated professional entities or other physician partners, as well as the risk of regulatory enforcement, penalties and sanctions, if state and federal enforcement agencies disagree with our interpretation of these laws. While these regulations have not had a material impact on our business to date, as we continue to expand, these rules may require additional resources and capitalization and add complexity to our business. Regulatory proposals directed at containing or lowering the cost of healthcare, including the Direct Contracting Model, and our participation, voluntary or otherwise, in such proposed models, could impact our business, financial condition, cash flows and operations. The ACA also required CMS to establish a Medicare shared savings program that promotes accountability and coordination of care through the creation of ACOs. The Medicare shared savings program allows for providers, physicians and other designated healthcare professionals and suppliers to form ACOs and voluntarily work together to invest in infrastructure and redesign delivery processes to give coordinated high quality care to their Medicare patients, avoid unnecessary duplication of services and prevent medical errors. ACOs that achieve quality performance standards established by CMS are eligible to share in a portion of the Medicare program' s cost savings. We have an ACO in Arizona participating in the Medicare Shared Savings Plan (" MSSP "), and is subject to ACO program methodologies and participation requirements that are updated by CMS for each performance year. We and our affiliated providers as ACO participants are expected to comply with such program requirements and are required to report to CMS on performance after the close of the year. Failure to comply with such program requirements could subject us and our affiliated providers to significant penalties and, in some cases, termination from participating in MSSP. Additionally, the **CMS Innovation** Center ~~for Medicare and Medicaid Innovation~~ continues to test an array of value- based alternative payment models, including the **Accountable Care Organization Realizing Equity, Access, and Community Health (" ACO REACH ") Model (formerly known as the** Global and Professional Direct Contracting Model **)** to allow **REACH ACOs** ~~Direct Contracting Entities~~ to negotiate directly with the government to manage traditional Medicare beneficiaries and share in the savings and risks generated from managing such beneficiaries. Although we currently do not participate in these pilot payment models, we may choose to do so in the future. Additional changes that may affect our business include the expansion of new programs such as Medicare **P3 Health Partners Inc. | 2023 Form 10- K | 38** payment for performance initiatives for physicians under the MACRA, which first affected physician payment in 2019. At this time, it is unclear how the introduction of the Medicare quality payment program will impact overall physician reimbursement. In addition, there likely will continue to be regulatory proposals directed at containing or lowering the cost of healthcare, as government healthcare programs and other third- party payors transition from FFS to value- based reimbursement models, which can include risk- sharing, bundled payment and other innovative approaches. It is possible that the federal or state governments will implement additional reductions, increases, or changes in reimbursement in the future under government programs that may adversely affect us or increase the cost of providing our services. The implementation of cost containment measures or other healthcare reforms may prevent us from being able to generate revenue or attain growth, any of which could have a material impact on our business. Risks Related to Ownership of Our Common Stock We have identified material weaknesses in our internal control over financial reporting. If we fail to establish and maintain effective internal controls in accordance with Section 404 of the Sarbanes- Oxley Act, we may not be able to accurately report our financial results or file our periodic reports in a timely manner, which may cause adverse effects on our business and may cause investors to lose confidence in our reported financial information and may lead to a decline in the price of our Class A common stock. The Sarbanes- Oxley Act of 2002 (the " Sarbanes- Oxley Act ") requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. We are required to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting pursuant to Section 404 (a) of the Sarbanes- Oxley Act in our annual reports. This assessment must include disclosure of any material weaknesses identified by our management in our internal control over financial reporting. ~~Additionally, once we~~ **As a result of** no longer ~~qualify~~ **qualifying** as an " emerging growth company ~~,~~ " **as defined in the Jumpstart Our Business Startups Act of 2012,** we ~~will be~~ **are also** required to ~~have our independent registered public accounting firm provide an~~ **comply with, among other requirements, the auditor** attestation **requirements** ~~report on the effectiveness~~ of **Section 404 (b) of** ~~our internal control over financial reporting. An adverse report may be issued in~~ the **Sarbanes- Oxley Act** ~~event our independent registered public accounting firm is not satisfied with the level at which our controls are documented, designed or operating~~ . Effective internal control over financial reporting is necessary for us to provide reliable financial reports in a timely manner. When evaluating our internal control over financial reporting, we have identified, and we may **in the future** identify additional, material weaknesses that we may not be able to remediate in **a** ~~time~~ **timely manner** ~~to meet the applicable deadline imposed upon us for compliance with the requirements of Section 404~~ . In connection with the audits of our consolidated financial statements for the years ended December 31, 2018, 2019, 2020 and 2021, and **, as previously reported,** the restatement of our consolidated financial statements for the years ended December 31, 2020 and 2019, we concluded that there were material weaknesses in our internal control over financial reporting, which continued to exist as of December 31, ~~2022~~ **2023** . A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis ~~. We did not maintain appropriately designed entity- level controls impacting the control environment, risk assessment procedures, and effective monitoring controls to prevent or detect material~~

~~misstatement to the consolidated financial statements~~ . These material weaknesses are specifically attributed to the following: (i) we did not have adequate policies and ~~procedure~~ **procedures** or sufficient qualified resources with ~~sufficient~~ **appropriate** technical knowledge to maintain effective **internal** controls over the accounting related to significant accounts and related financial statement disclosures; (ii) we did not design and implement a sufficient risk assessment process to identify and assess risks impacting **internal** control over financial reporting; ~~and~~ (iii) we had ineffective evaluation and determination as to whether the components of internal control were present and functioning ~~. As a consequence of these entity- level material weaknesses, we did not design, implement, and maintain effective control activities within certain business processes and the information technology environment to mitigate the risk of material misstatement in financial reporting. Specifically: (i) we did not maintain effective controls over our information systems to ensure that relevant and reliable information was communicated on a timely basis across the organization to support the financial reporting process. Particularly, we did not design and implement effective information technology general controls in the areas of user access related to certain information technology systems that support our financial reporting process. We also did not maintain sufficient segregation of duties over the performance of control activities for financial close and reporting, including over the review of account reconciliations and journal entries~~ ; ~~(ii) we did not design and maintain effective management review controls at a sufficient level of precision over the accounting for transactions related to the risk adjustment factor receivable and related revenue, capitated revenue classification, premium deficiency reserves, business combinations, goodwill and intangibles, income taxes, warrant valuation, and equity awards. This material weakness resulted in certain material corrections to the financial statements; (iii) we did not design and maintain effective controls at a sufficient level of precision over the estimation of claims expense and payable including controls over the review of historical claims data, including the completeness and accuracy of data used to determine the financial statement amounts; and~~ (iv) we did not design and **implement effective information technology general controls in the areas of user access related to certain information technology systems that support our financial reporting process, (v) we did not maintain sufficient segregation of duties over the performance of control activities for financial close and reporting, including over the review of account reconciliations and journal entries; (vi) we did not design and maintain effective management review controls at a sufficient level of precision over all financial statement areas. This material weakness resulted in certain material corrections to the financial statements; and (vii) we did not design and** maintain effective controls **at a sufficient level of precision** over ~~accounting for complex transactions,~~ **the estimation of claims expense and payable** including **controls over** the **review** ~~inaccurate attribution~~ of **historical claims data** ~~net income or loss to the controlling and non- controlling interest for subsidiaries that are variable interest entities~~ , **including** the **completeness** ~~improper classification of the Class A Units as permanent equity instead of temporary equity,~~ and **accuracy** ~~the improper accounting~~ of **data used to determine the financial statement amounts** ~~preferred returns in equity and interest expense, as no recognition is necessary until legally declared~~ . We have taken and are taking steps **discussed under the heading " Remediation Activities " in Part II, Item 9A, " Controls and Procedures "** to remediate these material weaknesses ~~through (i) hiring qualified accounting, financial reporting, IT, and other key management personnel with public company experience, (ii) engaging an external advisor to assist with the risk assessment process, documenting internal controls, including enhancing controls to ensure proper communication of critical information, review and approvals; evaluating effectiveness of internal controls and assist with the remediation of deficiencies and training of personnel, as necessary, and establishment of a formal internal audit function and (iii) enhancing policies and procedures documentation for key areas of accounting, including each area where a material weakness was identified~~ . However, we are still in the process of implementing these steps and cannot assure investors that these measures will significantly improve or remediate the material weaknesses described above. We have identified other deficiencies in our internal control over financial reporting that have not risen to the level of a material weakness, which we are in the process of remediating. **Our failure** ~~If we are unable~~ to successfully remediate the material weaknesses **and** ~~or identify any future significant deficiencies or material weaknesses, are unable~~ to **implement and maintain effective** ~~comply with the requirements of Section 404 in a timely manner or assert that our~~ internal control over financial reporting ~~is ineffective, or if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal control over financial reporting, the accuracy and timing of our financial reporting may be adversely affected, a material misstatement in our financial statements~~ could **cause us to** ~~occur, and we may~~ be unable to maintain compliance with securities law requirements **P3 Health Partners Inc. | 2023 Form 10- K | 39** regarding timely filing of periodic reports, **could expose us to** ~~which may adversely affect our business and~~ - **an** ~~the price~~ **increased risk** of ~~our Class A common stock may decline as a~~ **financial reporting fraud and the misappropriation of assets, could** result ~~.~~ **in errors or misstatements in our financial statements that could result in loss of** ~~Investors~~ - **investor** ~~may also lose~~ confidence in the accuracy and completeness of our financial reports ~~, the market~~ **and a decline in our stock** price **,** ~~of our Class A common stock~~ and ~~warrants~~ **we** could be ~~negatively affected, and we could become~~ subject to **potential delisting from Nasdaq or to other regulatory investigations and civil or criminal sanctions or** investigations by ~~Nasdaq Stock Market LLC (" Nasdaq "),~~ the SEC or other regulatory authorities ~~, which would require additional financial and management resources~~ . In addition, even if we remediate the material weaknesses, we will be required to expend significant time and resources to further improve our internal controls over financial reporting, including by further expanding our finance and accounting staff to meet the demands placed upon us as a public company, including the requirements of the Sarbanes- Oxley Act. If we fail to adequately staff our accounting and finance function to remediate our material weaknesses or fail to maintain adequate internal control over financial reporting, any new or recurring material weaknesses could prevent our management from concluding that our internal control over financial reporting is effective and impair our ability to prevent material misstatements in our financial statements, which could cause our business to suffer. We ~~are an " emerging growth company " and we have elected to comply with reduced public company reporting requirements, which could make our Class A common stock less attractive to investors. We are an " emerging growth company, " as defined in the Jumpstart Our Business Startups Act of 2012 (" JOBS Act "). For as long as we continue to be an emerging~~

~~growth company, we are eligible for certain exemptions from various public company reporting requirements. These exemptions include, but are not limited to, (i) not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes- Oxley Act, (ii) reduced disclosure obligations regarding executive compensation in our periodic reports, proxy statements and registration statements, (iii) exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved, (iv) not being required to provide audited financial statements for certain periods and (v) an extended transition period to comply with new or revised accounting standards applicable to public companies. We will remain an emerging growth company until the earlier of (a) the last day of the fiscal year in which we have total annual gross revenue of $ 1. 235 billion or more; (b) the last day of the fiscal year following the fifth anniversary of the date of the completion of the initial public offering of Foresight; (c) the date on which we have issued more than $ 1. 0 billion in nonconvertible debt during the previous three years; or (d) the date on which we are deemed to be a large accelerated filer under the rules of the SEC, which means the market value of our Class A common stock that is held by non- affiliates exceeds $ 700 million as of the last business day of our second fiscal quarter. In addition, we have chosen to take advantage of the extended transition period to comply with new or revised accounting standards applicable to public companies. As a result, the information that we provide to holders of our Class A common stock may be different than you might receive from other public reporting companies in which you hold equity interests. We cannot predict if investors will find our Class A common stock less attractive as a result of reliance on these exemptions. If some investors find our Class A common stock less attractive as a result of our reduced disclosure, there may be a less active trading market for our Class A common stock and the market price for the Class A common stock may be more volatile. We~~ cannot predict the impact our dual- class structure may have on the stock price of our Class A common stock. We cannot predict whether our dual- class structure will result in a lower or more volatile market price of our Class A common stock or in adverse publicity or other adverse consequences. **Certain investors, including large institutional investors, may prefer companies that do not have multiple share classes** ~~For~~ - **or** ~~example~~ **may have investment guidelines that preclude them from investing in companies that have multiple share classes. In addition** , certain index providers have ~~policies that~~ **previously implemented, and may in the future determine to implement,** ~~restrict~~ **restrictions on** ~~or prohibit the inclusion~~ - **including** ~~of~~ companies with multiple ~~- class~~ share ~~structures~~ **classes** in certain of their indices **. For example** , ~~including~~ **from July 2017 to April 2023, S & P Dow Jones excluded companies with multiple share classes from** the ~~Russell 2000 and~~ **S & P Composite 1500 (composed of** the S & P 500, S & P MidCap 400 and S & P SmallCap 600 **)** ~~, which together make up the S & P Composite 1500~~ . **Indices have discretion to reassess** ~~Beginning in 2017, MSCI, a leading stock index provider, opened public consultations on their treatment of no- vote~~ and **implement such policies with respect to** multi- class **differing voting right** structures ~~and temporarily barred new multi- class listings from certain of its indices; however, in October 2018, MSCI announced its decision to include equity securities " with unequal voting structures " in its indices and to launch a new index that specifically includes voting rights in its eligibility criteria~~ . Under ~~the announced~~ **any such** policies, our dual- class capital structure ~~will~~ **would** make us ineligible for inclusion in **any** ~~certain indices, and as a result, mutual funds, exchange- traded funds and other investment vehicles that attempt to passively track those indices will not be investing in our stock. It is possible that these policies may depress the valuations of publicly traded companies that are excluded from the indices compared to those of other similar companies that are included. Because of our dual- class structure, we will likely be excluded from certain~~ of these indices ~~and we cannot assure you that other stock indices will not take similar actions. Given the sustained flow of investment funds into passive strategies that seek to track certain indices, exclusion from stock indices would likely preclude investment by many of these funds and could make shares of our Class A common stock less attractive to other investors~~ . As a result, the market price ~~of shares~~ of our Class A common stock could be **materially** adversely affected. Delaware law and our certificate of incorporation and bylaws contain certain provisions, including anti- takeover provisions that limit the ability of stockholders to take certain actions and could delay or discourage takeover attempts that stockholders may consider favorable. Our certificate of incorporation and bylaws, and the General Corporation Law of the State of Delaware (" DGCL "), contain provisions that could have the effect of rendering more difficult, delaying, or preventing an acquisition that stockholders may consider favorable, including transactions in which stockholders might otherwise receive a premium for their shares. These provisions could also limit the price that investors might be willing to pay in the future for shares of Class A common stock, and therefore depress the trading price of Class A common stock. These provisions could also make it difficult for stockholders to take certain actions, including electing directors who are not nominated by the current members of our board of directors or taking other corporate actions, including effecting changes in our management. Among other things, the certificate of incorporation and the bylaws include provisions: ~~●~~ **•** providing for a classified board of directors with staggered, three- year terms; ~~●~~ **•** regarding the ability of the board of directors to issue shares of preferred stock, including " blank check " preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer; ~~●~~ **•** prohibiting cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates; ~~●~~ **•** regarding the limitation of the liability of, and the indemnification of, directors and officers; ~~●~~ **•** providing that certain transactions are not " corporate opportunities " and that, subject to certain exceptions, Foresight Sponsor Group, LLC, (the " Sponsor ") or the Chicago Pacific Founders funds or their respective affiliates and any of their respective principals, members, directors, partners, stockholders, officers, employees or other representatives, or any director or stockholder who is not employed by us or our subsidiaries, are not subject to the doctrine of corporate opportunity and such persons do not have any fiduciary duty to refrain from engaging directly or indirectly in the same or similar business activities or lines of business as us or any of our subsidiaries; ~~●~~ **•** regarding the ability of the board of directors to amend the bylaws, which may allow the board of directors to take additional actions to prevent an unsolicited takeover and inhibit the ability of an acquiror to amend the bylaws to facilitate an unsolicited takeover attempt; and ~~●~~ **•** regarding advance notice procedures with which stockholders must comply to nominate candidates to the board of directors or to propose matters to be acted upon at a stockholders' meeting, which could preclude stockholders from bringing matters before annual or special meetings of stockholders and delay changes in the board of directors and also may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer' s own slate of directors or otherwise attempting to obtain control of our company. These provisions, alone or together, could delay or prevent hostile takeovers and changes in control or changes in our board of directors or management. The Sponsor and the Chicago Pacific Founders funds, ~~which are significant stockholders in our company,~~ and their respective affiliates and representatives, non- employee directors and other non- employee stockholders ~~will~~ **are** not ~~be~~ limited in their ability to compete with us, and the corporate opportunity provisions in our certificate of incorporation could enable such persons to benefit from corporate opportunities that might otherwise be available to us, which presents potential conflicts of interest. Our certificate of incorporation provides that subject to certain exceptions, the Sponsor and the Chicago Pacific Founders funds and their respective affiliates and any of their respective principals, members, directors, partners, stockholders, officers, employees or other representatives, or any director or stockholder who is not employed by us or our subsidiaries, would not be restricted from owning assets or engaging in businesses that compete directly or indirectly with us or any of our subsidiaries. In particular, subject to the limitations of applicable law and the certificate of incorporation, these persons may among other things: ~~●~~ • engage in a corporate opportunity in the same or similar business activities or lines of business in which we or our affiliates have a reasonable expectancy interest or property right; ~~●~~ • purchase, sell or otherwise engage in transactions involving securities or indebtedness of us or our affiliates, provided that such transactions do not violate our insider trading policies; and ~~●~~ • otherwise compete with us. One or more of these persons may become aware, from time to time, of certain business opportunities (such as acquisition opportunities) and may direct such opportunities to other businesses in which they have invested, in which case we may not become aware of or otherwise have the ability to pursue such opportunities. Further, such businesses may choose to compete with us for these opportunities, possibly causing these opportunities to not be available to us or causing them to be more expensive for us to pursue. As a result, our renunciation of our interest and expectancy in any business opportunity that may be from time to time be presented to such persons, could adversely impact our business or prospects if attractive business opportunities are procured by such parties for their own benefit rather than for ours. The provision of our certificate of incorporation requiring exclusive forum in certain courts in the State of Delaware or the federal district courts of the United States for certain types of lawsuits may have the effect of discouraging lawsuits against our directors and officers. Our certificate of incorporation requires, to the fullest extent permitted by law, that (i) any derivative action or proceeding brought on our company' s behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers or stockholders to our company or our stockholders, (iii) any action asserting a claim against our company arising pursuant to any provision of the DGCL or the certificate of incorporation or our bylaws or (iv) any action asserting a claim against our company governed by the internal affairs doctrine will have to be brought in a state court located within the State of Delaware (or if no state court of the State of Delaware has jurisdiction, the federal district court for the District of Delaware), in all cases subject to the courts having personal jurisdiction over the indispensable parties named as defendants. The foregoing provision will not apply to claims seeking to enforce any liability or duty created by the Exchange Act. Additionally, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act. Although we believe these exclusive forum provisions benefit our company by providing increased consistency in the application of Delaware law and federal securities laws in the types of lawsuits to which each applies, the exclusive forum provisions may limit a stockholder' s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or any of our directors, officers or stockholders, which may discourage lawsuits with respect to such claims. Further, in the event a court finds either exclusive forum provision contained in our certificate of incorporation to be unenforceable or inapplicable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, operating results and financial condition. An active, liquid trading market for our Class A common stock may not be sustained. There can be no assurance that we will be able to maintain an active trading market for our Class A common stock on Nasdaq or any other exchange in the future. If an active market for our Class A common stock is not maintained, or if we fail to satisfy the continued listing standards of Nasdaq for any reason and our Class A common stock is delisted, it may be difficult for our stockholders to sell their Class A common stock without depressing the market price for our Class A common stock, or at all. An inactive trading market may also impair our ability to both raise capital by selling shares of capital stock, attract and motivate employees through equity incentive awards and acquire other companies, products, or technologies by using shares of capital stock as consideration. There may be sales of a substantial amount of our Class A common stock in future by our stockholders, and these sales could cause the price of our Class A common stock to fall. As of December 31, ~~2022~~ **2023** , there were approximately ~~41~~ **116** . 6 million shares of Class A common stock outstanding and an additional approximately ~~201~~ **196** . 6 million shares of Class V common stock, which are exchangeable, together with P3 LLC units, for an equivalent number of shares of Class A common stock. Our issued and outstanding shares of Class A common stock are freely transferable, except for any shares held by our " affiliates, " as that term is defined in Rule 144 under the Securities Act. As of December 31, ~~2022~~ **2023** , approximately ~~62~~ **65** . ~~2~~ **1** % of the outstanding shares of Class A common stock (on an as- converted and as- exchanged basis) were held by entities affiliated with us and our executive officers and directors. In addition, pursuant to the Amended and Restated Registration Rights ~~and Lock- Up~~ Agreement **, as further amended,** that we entered into with certain of our stockholders, we are obligated to register the resale of shares of Class A common stock held by such stockholders and issuable upon the exercise or exchange of securities held by such stockholders. In addition, these stockholders are entitled to demand the registration of such shares of Class A common stock subject to certain minimum requirements and also have certain " piggyback " registration rights with respect to registration statements we file. Upon effectiveness of any registration statement we file for the resale of shares held by such stockholders, and upon the expiration of the lock- up periods applicable to such stockholders, these stockholders may sell large amounts of our Class A common stock in the open market or in privately negotiated transactions, which could have the effect of increasing the volatility in the share price of our Class A common stock or putting significant downward pressure on the price of our Class A common stock. Sales of substantial amounts of our Class A common stock in the public market, or the perception that such sales will occur, could adversely affect the market price of our Class A common stock and make it difficult for us to raise funds through securities offerings in the future. There can be no assurance that we will be able to comply with the continued listing standards of Nasdaq. If Nasdaq delists our securities from trading on its exchange for failure to meet the listing standards, we could face significant material adverse consequences including: ~~●~~ **•** a limited availability of market quotations for our securities; ~~●~~ **•** reduced liquidity for our securities; ~~●~~ **•** a determination that our Class A common stock is a " penny stock, " which will require brokers trading in our Class A common stock to adhere to more stringent rules and possibly result in a reduced level of trading activity in the secondary trading market for our securities; ~~●~~ **•** a limited amount of news and analyst coverage; and ~~●~~ **•** a decreased ability to issue additional securities or obtain additional financing in the future. ~~On~~ **For example, in each of** May ~~18,~~ **2022 and August** 2022, we received ~~a notification~~ **notifications** from the listing qualifications department of Nasdaq indicating that as a result of our delinquency in the filing of our Annual Report on Form 10- K for the fiscal year ended December 31, 2021 and our Quarterly ~~Report~~ **Reports** on Form 10- Q for the quarterly ~~period~~ **periods** ended March 31, 2022 **and June 30, 2022, respectively** , we were not in compliance with the requirements for continued listing under Listing Rule 5250 (c) (1) (the " Listing Rule "), which requires listed companies to timely file all required periodic financial reports with the SEC. **In October** ~~On August 17,~~ 2022 ~~, we received a second deficiency notice from Nasdaq as a result of the delay in filing our Quarterly Report on Form 10- Q for the quarterly period ended June 30, 2022 (the " Second Quarter Form 10- Q "), indicating that any additional Nasdaq exception to allow the Company to regain compliance with all delinquent filings, including the Second Quarter Form 10- Q, would be limited to September 27, 2022. On September 28, 2022, because we did not file the delinquent periodic reports prior to the expiration of the compliance period, the Nasdaq Listing Qualifications Department initiated a process to delist our securities from Nasdaq. We subsequently appealed Nasdaq' s delisting determination by requesting a hearing before the Nasdaq Hearing Panel (the " Panel "), which was granted by the Nasdaq Staff. Prior to the scheduled Panel hearing~~ , we regained compliance with the Listing Rule following the filing of our three delinquent periodic reports with the SEC **; however** ~~on October 21, 2022. We received a letter from the Nasdaq Staff informing us that our filing delinquency had been cured and we were in compliance with all applicable listing standards and accordingly, that the scheduled hearing before the Panel had been determined to be moot and had been cancelled, and that our securities would continue to be listed and traded on Nasdaq. While we have regained compliance with the Nasdaq listing standards~~ , there is no assurance that we will remain in compliance with the listing requirements of Nasdaq in the future. We cannot guarantee that any actions we take to prevent future non- compliance or to regain compliance with Nasdaq' s listing requirements in the future will be successful. Risks Related to Our Warrants Our warrants may have an adverse effect on the market price of our Class A common stock. Foresight issued 10 **. 8 million** ~~, 819, 105~~ warrants to purchase shares of our Class A common stock (the " Public Warrants ") as part of the units offered in its initial public offering and, simultaneously with the closing of its initial public offering, Foresight issued in a private placement an aggregate of ~~832, 500~~ **0. 8 million** units, including (i) an aggregate of ~~277, 500~~ **0. 3 million** private placement warrants, each exercisable to purchase one share of Class A common stock at $ 11. 50 per share, subject to adjustment (the " Private Placement Warrants "), and (ii) an aggregate of ~~832, 500~~ **0. 8 million** shares of Class A common stock. In addition, on December 13, 2022, in connection with our issuance of the VGS Promissory Note (see Note ~~12~~ **11** " Debt " to the consolidated financial statements included elsewhere in this Form 10- K), we issued to VGS warrants to purchase ~~429~~ **0. 4 million shares of Class A common stock. Furthermore** , **in the March 2023 Private Placement (as defined herein), we issued Common Warrants to purchase an aggregate of 59. 9 million shares of Class A common stock and Pre- Funded Warrants to purchase an aggregate of** ~~180~~ - **10. 8 million** shares of Class A common stock. To the extent such warrants are exercised, additional shares of our Class A common stock will be issued, which will result in dilution to our stockholders and increase the number of shares of Class A common stock eligible for resale in the public market. Sales of substantial numbers of such shares in the public market or the fact that such warrants may be exercised could adversely affect the market price of our Class A common stock. We may redeem your unexpired Public Warrants prior to their exercise at a time that is disadvantageous to you, thereby making your Public Warrants worthless. We have the ability to redeem outstanding Public Warrants at any time after they become exercisable and prior to their expiration, at a price of $ 0. 01 per Public Warrant if, among other things, the last reported sales price of our Class A common stock equals or exceeds $ 18. 00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within a 30 trading- day period ending on the third trading day prior to the date we send the notice of such redemption to the Public Warrant holders. If and when the Public Warrants become redeemable by us, we may exercise our redemption right even if we are unable to register or qualify the underlying securities for sale under all applicable state securities laws. Redemption of the outstanding Public Warrants could force you (i) to exercise your Public Warrants and pay the exercise price therefor at a time when it may be disadvantageous for you to do so, (ii) to sell your Public Warrants at the then- current market price when you might otherwise wish to hold your Public Warrants or (iii) to accept the nominal redemption price which, at the time the outstanding Public Warrants are called for redemption, is likely to be substantially less than the market value of your Public Warrants. In addition, we may redeem your Public Warrants commencing 90 days after they become exercisable and prior to their expiration, at a price of $ 0. 10 per Public Warrant if, among other things, the last reported sale price of our Class A common stock equals or exceeds $ 10. 00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) on the trading day prior to the date on which we send the notice of redemption to the Public Warrant holders. In such a case, the holders will be able to exercise their Public Warrants for cash or on a cashless basis prior to redemption and receive that number of shares of Class A common stock determined based on the redemption date and the fair market value of our Class A common stock. The value received upon exercise of the Public Warrants (1) may be less than the value the holders would have received if they had exercised their Public Warrants at a later time where the underlying share price is higher and (2) may not compensate the holders for the value of the Public Warrants, including because the number of shares of Class A common stock received in connection with such an exercise is capped at 0. 361 shares of Class A common stock per whole Public Warrant (subject to adjustment) irrespective of the remaining life of the Public Warrants. None of the Private Placement Warrants will be redeemable by us so long as they are held by the Sponsor or its permitted transferees. Certain of our warrants are accounted for as liabilities and the changes in value of these warrants could have a material effect on our financial results. On April 12, 2021, the Acting Chief Accountant and Acting Director of the Division of Corporation Finance of the SEC published a statement on the SEC' s website indicating that the terms of the public and private warrants issued by many special purpose acquisition companies may need to be accounted for as liabilities, rather than as equity (the " SEC Warrant Accounting Statement "). As a result of the SEC Warrant Accounting Statement, Foresight, along with many other current and former special purpose acquisition companies, concluded that certain warrants should be presented as liabilities with subsequent fair value remeasurement and engaged a valuation firm to determine the fair market value of its warrants. Accordingly, Foresight reevaluated the accounting treatment of the Public Warrants to purchase 10 **. 8 million** ~~, 819, 105~~ shares of Class A common stock and Private Placement Warrants to purchase ~~277, 500~~ **0. 3 million** shares of Class A common stock, and determined to classify all of the warrants as derivative liabilities measured at fair value, with changes in fair value each period reported in earnings. As a result, included on our consolidated balance sheet as of December 31, ~~2022~~ **2023** contained elsewhere in this Form 10- K are derivative liabilities related to embedded features contained within the warrants. Accounting Standards Codification 815, Derivatives and Hedging, provides for the remeasurement of the fair value of such derivatives at each balance sheet date, with a resulting non- cash gain or loss related to the change in the fair value being recognized in earnings in the statements of operations. As a result of the recurring fair value measurement, our financial statements and results of operations may fluctuate quarterly, based on factors, which are outside of its control. Due to the recurring fair value measurement, we expect that we will recognize non- cash gains or losses on our warrants each reporting period and that the amount of such gains or losses could be material. Risks Related to the Tax Receivable Agreement Our sole material asset is our interest in P3 LLC, and, accordingly, we depend on distributions from P3 LLC to pay our taxes and expenses, including payments under the Tax Receivable Agreement. P3 LLC' s ability to make such distributions may be subject to various limitations and restrictions. We are a holding company and have no material assets other than our ownership in P3 LLC. As such, we have no independent means of generating revenue or cash flow, and our ability to pay taxes and operating expenses or declare and pay dividends in the future, if any, will be dependent upon the financial results and cash flows of P3 LLC and its subsidiaries, and distributions we receive from P3 LLC. There can be no assurance that P3 LLC and its subsidiaries will generate sufficient cash flow to distribute funds to us, or that applicable state law and contractual restrictions, including negative covenants in any debt agreements of P3 LLC or its subsidiaries, will permit such distributions. The credit agreement governing P3 LLC' s credit facilities restrict its ability to make distributions to the Company, and future debt instruments or other agreements may restrict the ability of P3 LLC to make distributions to the Company or of P3 LLC' s subsidiaries to make distributions to P3 LLC. P3 LLC will continue to be treated as a partnership for U. S. federal income tax purposes and, as such, generally will not be subject to any entity- level U. S. federal income tax. Instead, taxable income will be allocated to holders of P3 LLC Units, including us. Accordingly, we will incur income taxes on our allocable share of any net taxable income of P3 LLC. Under the terms of the P3 LLC A & R LLC Agreement, P3 LLC will be obligated, subject to various limitations and restrictions, including with respect to any debt agreements, to make tax distributions to holders of P3 LLC Units, including us. In addition to tax expenses, we will also incur expenses related to our operations, including payments under the Tax Receivable Agreement, which could be substantial. We intend, as its sole manager, to cause P3 LLC to make cash distributions to the owners of P3 LLC Units in an amount sufficient to (i) fund all of such owners' tax obligations in respect of taxable income allocated to such owners and (ii) cover our operating expenses, including payments under the Tax Receivable Agreement. However, P3 LLC' s ability to make such distributions may be subject to various limitations and restrictions, such as restrictions on distributions under contracts or agreements to which P3 LLC is then a party, including debt agreements, or any applicable law, or that would have the effect of rendering P3 LLC insolvent. If P3 LLC does not have sufficient funds to pay tax or other liabilities or to fund its operations, it may have to borrow funds, which could materially adversely affect its liquidity and financial condition and subject it to various restrictions imposed by any such lenders. To the extent that we are unable to make timely payments under the Tax Receivable Agreement for any reason, the unpaid amounts will be deferred and will accrue interest until paid. Our failure to make any payment required under the Tax Receivable Agreement (including any accrued and unpaid interest) within 90 calendar days of the date on which the payment is required to be made will constitute a material breach of a material obligation under the Tax Receivable Agreement, which will terminate the Tax Receivable Agreement and accelerate future payments thereunder, unless the applicable payment is not made because (i) P3 LLC is prohibited from making such payment under the terms of the Tax Receivable Agreement or the terms governing certain of its indebtedness or (ii) P3 LLC does not have, and despite using commercially reasonable efforts cannot obtain, sufficient funds to make such payment. In addition, if P3 LLC does not have sufficient funds to make distributions, its ability to declare and pay cash dividends will also be restricted or impaired. Under the P3 LLC A & R LLC Agreement, P3 LLC will, from time to time, make distributions in cash to its equityholders (including us) pro rata, in amounts at least sufficient to cover the taxes on their allocable share of taxable income of P3 LLC. As a result of (i) potential differences in the amount of net taxable income allocable to us and to P3 LLC' s other equityholders, (ii) the lower tax rates currently applicable to corporations as opposed to individuals, and (iii) the favorable tax benefits that we anticipate from any purchase of P3 Existing Units in connection with the Business Combinations and future redemptions or exchanges by the P3 Equityholders of P3 LLC Units for Class A common stock or cash pursuant to the P3 LLC A & R LLC Agreement, tax distributions payable to us may be in amounts that exceed our actual tax liabilities with respect to the relevant taxable year, including our obligations under the Tax Receivable Agreement. Our board of directors will determine the appropriate uses for any excess cash so accumulated, which may include, among other uses, the payment of other expenses or dividends on our stock, although we will have no obligation to distribute such cash (or other available cash) to our stockholders. Except as otherwise determined by us as the sole manager of P3 LLC, no adjustments to the exchange ratio for P3 LLC Units and corresponding shares of our Class A common stock will be made as a result of any cash distribution by us or any retention of cash by us. To the extent we do not distribute such excess cash as dividends on our Class A common stock, we may take other actions with respect to such excess cash, for example, holding such excess cash or lending it (or a portion thereof) to P3 LLC, which may result in shares of our Class A common stock increasing in value relative to the value of P3 LLC Units. The holders of P3 LLC Units may benefit from any value attributable to such cash balances if they acquire shares of our Class A common stock in exchange for their P3 LLC Units, notwithstanding that such holders may previously have participated as holders of P3 LLC Units in distributions by P3 LLC that resulted in such excess cash balances. We will be required to make payments under the Tax Receivable Agreement for certain tax benefits we may claim, and the amounts of such payments could be significant. **We are party to** ~~In connection with the closing of the Business Combinations, we entered into~~ the Tax Receivable Agreement with certain of the P3 Equityholders and P3 LLC. The Tax Receivable Agreement generally provides for the payment by us to the P3 Equityholders of 85 % of the income tax benefits, if any, that we actually realize (or are deemed to realize in certain circumstances) in periods after the closing as a result of: (i) increases in our proportionate share of the tax basis of P3 LLC' s assets resulting from Business Combinations, future redemptions or exchanges by the P3 Equityholders of P3 LLC Units for our Class A common stock or cash and certain distributions (or deemed distributions) by P3 LLC; and (ii) certain other tax benefits resulting from payments we make under the Tax Receivable Agreement. We will retain the benefit of the remaining 15 % of these cash savings. The amount of the cash payments that we may be required to make under the Tax Receivable Agreement could be significant and is dependent upon significant future events and assumptions, including the timing of the exchanges of P3 LLC units, the price of our Class A common stock at the time of each exchange, the extent to which such exchanges are taxable transactions and the amount of the exchanging P3 Equityholder' s tax basis in its P3 LLC units at the time of the relevant exchange. The amount of such cash payments is also based on assumptions as to the amount and timing of taxable income we generate in the future, the U. S. federal income tax rate then applicable and the portion of our payments under the Tax Receivable Agreement that constitute interest or give rise to depreciable or amortizable tax basis. Moreover, payments under the Tax Receivable Agreement will be based on the tax reporting positions that we determine, which tax reporting positions are subject to challenge by taxing authorities. We will be dependent on distributions from P3 LLC to make payments under the Tax Receivable Agreement, and we cannot guarantee that such distributions will be made in sufficient amounts or at the times needed to enable us to make our required payments under the Tax Receivable Agreement, or at all. Any payments made by us to the P3 Equityholders under the Tax Receivable Agreement will generally reduce the amount of overall cash flow that might have otherwise been available to us. The payments under the Tax Receivable Agreement are also not conditioned upon the P3 Equityholders maintaining a continued ownership interest in P3 LLC or us ~~. We may recognize an estimated liability under the Tax Receivable Agreement of approximately $ 530. 0 million if all P3 Equityholders redeem or exchange their P3 LLC units for Class A common stock or cash at the earliest possible date permitted under the P3 LLC A & R LLC Agreement and assuming (a) the generation of sufficient future taxable income, (b) a trading price of $ 10 per share of Class A common stock at the time of the redemption or exchanges, (c) a constant corporate combined U. S. federal and state income tax rate of 23. 89 % and (d) no material changes in tax law~~ . In certain cases, payments under the Tax Receivable Agreement may be accelerated and / or significantly exceed the actual benefits, if any, we realize in respect of the tax attributes subject to the Tax Receivable Agreement. The Tax Receivable Agreement provides that if we breach any of our material obligations under the Tax Receivable Agreement, if we undergo a change of control or if, at any time, we elect an early termination of the Tax Receivable Agreement, then the Tax Receivable Agreement will terminate and our obligations, or our successor' s obligations, to make payments under the Tax Receivable Agreement would accelerate and become immediately due and payable. The amount due and payable in those circumstances is determined based on certain assumptions, including an assumption that we would have sufficient taxable income to fully utilize all potential future tax benefits that are subject to the Tax Receivable Agreement. We may need to incur debt to finance payments under the Tax Receivable Agreement to the extent our cash resources are insufficient to meet our obligations under the Tax Receivable Agreement as a result of timing discrepancies or otherwise. As a result of the foregoing, (i) we could be required to make cash payments to the P3 Equityholders that are greater than the specified percentage of the actual benefits we ultimately realize in respect of the tax benefits that are subject to the Tax Receivable Agreement, and (ii) we would be required to make a cash payment equal to the present value of the anticipated future tax benefits that are the subject of the Tax Receivable Agreement, which payment may be made significantly in advance of the actual realization, if any, of such future tax benefits. In these situations, our obligations under the Tax Receivable Agreement could have a substantial negative impact on our liquidity and could have the effect of delaying, deferring or preventing certain mergers, asset sales, other forms of business combination, or other changes of control due to the additional transaction costs a potential acquirer may attribute to satisfying such obligations. There can be no assurance that we will be able to finance our obligations under the Tax Receivable Agreement. We will not be reimbursed for any payments made to P3 Equityholders under the Tax Receivable Agreement in the event that any tax benefits are disallowed. We will not be reimbursed for any cash payments previously made to the P3 Equityholders pursuant to the Tax Receivable Agreement if any tax benefits initially claimed by us are subsequently challenged by a taxing authority and are ultimately disallowed. Instead, any excess cash payments made by us to a P3 Equityholder will be netted against any future cash payments that we might otherwise be required to make under the terms of the Tax Receivable Agreement. However, a challenge to any tax benefits initially claimed by us may not arise for a number of years following the initial time of such payment or, even if challenged early, such excess cash payment may be greater than the amount of future cash payments that we might otherwise be required to make under the terms of the Tax Receivable Agreement and, as a result, there might not be future cash payments from which to net against. The applicable U. S. federal income tax rules are complex and factual in nature, and there can be no assurance that the Internal Revenue Service or a court will not disagree with our tax reporting positions. As a result, it is possible that we could make cash payments under the Tax Receivable Agreement that are substantially greater than our actual cash tax savings. Certain of the P3 Equityholders may receive payments under the Tax Receivable Agreement, and their interests may conflict with yours. The P3 Equityholders may receive payments from us under the Tax Receivable Agreement upon any redemption or exchange of their P3 LLC units, including the issuance of shares of our Class A common stock upon any such redemption or exchange. As a result, the interests of the P3 Equityholders may conflict with the interests of holders of our Class A common stock. For example, the P3 Equityholders may have different tax positions from us which could influence their decisions regarding whether and when to dispose of assets, whether and when to incur new or refinance existing indebtedness, especially in light of the existence of the Tax Receivable Agreement, and whether and when we should terminate the Tax Receivable Agreement and accelerate our obligations thereunder. In addition, the structuring of future transactions may take into consideration tax or other considerations of P3 Equityholders even in situations where no similar considerations are relevant to us. General Risk Factors We may be subject to securities litigation, which is expensive and could divert management attention. The market price of our securities may be volatile and, in the past, companies that have experienced volatility in the market price of their securities have been subject to securities class action litigation. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert management' s attention from other business concerns, which could seriously harm its business. Because we have no current plans to pay cash dividends on our Class A common stock for the foreseeable future, you may not receive any return on investment unless you sell your Class A common stock for a price greater than that which you paid for it. We may retain future earnings, if any, for future operations, expansion and debt repayment and have no current plans to pay any cash dividends for the foreseeable future. Any decision to declare and pay dividends will be made at the discretion of our board of directors and will depend on, among other things, our results of operations, financial condition, cash requirements, contractual restrictions and other factors that our board of directors may deem relevant. In addition, our ability to declare dividends may be limited by restrictive covenants contained in any existing or future indebtedness. As a result, you may not receive any return on an investment in our Class A common stock unless you sell your Class A common stock for a price greater than that which you paid for it. The market price and trading volume of our Class A common stock and Public Warrants may be volatile and could decline significantly. The trading price of our securities may fluctuate substantially and may be lower than the price at which you purchase such securities. There can be no assurance that the market price of Class A common stock and Public Warrants will not fluctuate widely or decline significantly in the future in response to a number of factors, including those described in this " Risk Factors " section, many of which are beyond our control and may not be related to our operating performance, and which may limit or prevent investors from readily selling their Class A common stock or Public Warrants and may otherwise negatively affect the liquidity of the Class A common stock or Public Warrants. These fluctuations could cause you to lose all or part of your investment. Factors affecting the trading price of our securities may include: • actual or anticipated fluctuations in our quarterly financial results or the quarterly financial results of companies perceived to be similar to us; • changes in the market' s expectations about our operating results; • success of competitors; • our operating results failing to meet the expectation of securities analysts or investors in a particular period; • changes in financial estimates and recommendations by securities analysts concerning us or the health population management industry in general; • operating and stock price performance of other companies that investors deem comparable to us; • our ability to market new and enhanced products on a timely basis; • changes in laws and regulations affecting our business; • our ability to meet compliance requirements; • commencement of, or involvement in, litigation involving us; • changes in our capital structure, such as future issuances of securities or the incurrence of additional debt; **•** the volume of shares of our Class A common stock available for public sale; • any major change in our board of directors or management; • sales of substantial amounts of Class A common stock by our directors, executive officers or significant stockholders or the perception that such sales **have or** could occur; and • general economic and political conditions such as recessions, interest rates, fuel prices, international currency fluctuations, public health crises, and acts of war or terrorism. A loss of investor confidence in the market for retail stocks or the stocks of other companies which investors perceive to be similar to us could depress our stock price regardless of our business, prospects, financial condition or results of operations. A decline in the market price of our securities also could adversely affect our ability to issue additional securities and our ability to obtain additional financing in the future. If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business, the price and trading volume of our securities could decline. The trading market for our securities depends in part on the research and reports that securities or industry analysts publish about us or our business. We do not control these analysts, and the analysts who publish information about us may have relatively little experience with us or our industry, which could affect their ability to accurately forecast our results and could make it more likely that we fail to meet their estimates. If few or no securities or industry analysts cover us, the trading price for our securities would be negatively impacted. If one or more of the analysts who covers us downgrades our securities, publishes incorrect or unfavorable research about us, ceases coverage of us, or fails to publish reports on us regularly, demand for and visibility of our securities could decrease, which could cause the price or trading volumes of our securities to decline. We will continue to incur significantly increased costs and devote substantial management time as a result of operating as a public company. As a public company, we ~~will continue to~~ incur significant legal, accounting and other expenses. **We** ~~For example, we~~ are subject to the reporting requirements of the Exchange Act and are required to comply with the applicable requirements of the Sarbanes- Oxley Act and the Dodd- Frank Wall Street Reform and Consumer Protection Act, as well as rules and regulations of the SEC and Nasdaq, including the establishment and maintenance of effective disclosure and financial controls, corporate governance requirements and required filings of annual, quarterly and current reports with respect to our business and results of operations. **Stockholder activism and** ~~Any failure to develop or maintain effective controls or any difficulties encountered in their~~ -- **the level** ~~implementation or improvement could harm our results~~ of ~~operations or cause us~~ **government intervention and regulatory reform may lead** to ~~fail to meet our reporting~~ **substantial new regulations and disclosure** obligations **, which may lead to additional significant compliance costs and impact the manner in which we operate our business in ways we cannot currently anticipate** . We expect that continued compliance with these requirements will increase our legal and financial compliance costs and will make some activities more time- consuming and costly. In addition, we expect that our management and other personnel will need to **continue to** divert attention from operational and other business matters to devote substantial time to these public company requirements. In particular, we **have incurred and** expect **to continue** to incur significant expenses and devote substantial management effort toward ensuring compliance with the requirements of Section 404 of the Sarbanes- Oxley Act ~~, which will increase when we are no longer an emerging growth company~~ . We **have hired** ~~are in the process of hiring~~ additional legal and accounting personnel and may in future need to hire additional accounting and financial staff with appropriate public company experience and technical accounting knowledge and may need to establish an internal audit function. ~~We also expect that being~~ **Being** a public company ~~will~~ **has also** ~~make~~ **made** it more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. This could also make it more difficult for us to attract and retain qualified people to serve on our board of directors, board committees or as executive officers. Our results of operations and financial condition are subject to management' s accounting judgments and estimates, as well as changes in accounting policies. The preparation of our financial statements requires us to make estimates and assumptions affecting the reported amounts of our assets, liabilities, revenues and expenses. If these estimates or assumptions are incorrect, it could have a material adverse effect on our results of operations or financial condition. Generally accepted accounting principles in the U. S. are subject to interpretation by the Financial Accounting Standards Board, the American Institute of Certified Public Accountants, the SEC, and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported financial results, and could affect the reporting of transactions completed before the announcement of a change. **Increased scrutiny of, and evolving expectations regarding, sustainability and environmental, social, and governance (" ESG ") matters could increase our costs, harm our reputation and adversely impact our financial results. We, as with other companies, are facing increasing scrutiny related to our ESG practices and disclosures from certain investors, capital providers, shareholder advocacy groups, other market participants, government entities, customers, and other stakeholder groups or third parties. For example, certain institutional and individual investors have requested various ESG- related information and disclosures as they increasingly incorporate ESG criteria in making investment and voting decisions. With this increased focus, public reporting regarding ESG practices is becoming more broadly expected, which could lead to increased scrutiny of our ESG practices or lack thereof. Such increased scrutiny may result in increased costs, increased risk of litigation or reputational damage relating to our ESG practices or performance, changes in demands for certain products, enhanced compliance or disclosure obligations, or other adverse impacts on our business, financial condition or results of operations. While we may at times engage in voluntary initiatives (such as voluntary disclosures, certifications, or goals, among others), such initiatives may be costly and may not have the desired effect. For example, expectations around companies' management of ESG matters continue to evolve rapidly, in many instances due to factors that are out of our control. In addition, we may commit to certain initiatives or goals and we may not ultimately be able to achieve such commitments or goals due to cost, technological constraints, or other factors that are within or outside of our control. Moreover, actions or statements that we may take based on expectations, assumptions, or third- party information that we currently believe to be reasonable may subsequently be determined to be erroneous or be subject to misinterpretation. Even if this is not the case, our current actions may subsequently be determined to be insufficient by various stakeholders. If our ESG practices and reporting do not meet investor, consumer, employee, regulator, or other stakeholder or third party expectations, which continue to evolve, our brand, reputation and customer retention may be negatively impacted, and we may be subject to investor or regulator engagement regarding such matters, even if they are currently voluntary. Certain market participants, including major institutional investors, use third- party benchmarks, ratings or scores to measure our ESG practices in making investment and voting decisions. Unfavorable ratings or scores of us or our industry may lead to negative investor sentiment and the diversion of investment to other companies or industries, which could have a negative impact on our stock price and our access to and cost of capital. As ESG best practices, reporting standards and disclosure requirements continue to develop, we may incur increasing costs related to ESG monitoring and reporting. In addition, new sustainability rules and regulations have been adopted and may continue to be introduced in various states and other jurisdictions. For example, we expect to be subject to the requirements of the State of California' s Climate Corporate Data Accountability Act and Climate Related Financial Risk Act as well as the SEC' s climate disclosure proposal, if finalized. Operating in more than one jurisdiction is likely to make our compliance with ESG and sustainability- related rules more complex and expensive, and potentially expose us to greater levels of legal risks associated with our compliance. Our failure to comply with any applicable rules or regulations could lead to penalties and adversely impact our reputation, customer attraction and retention, access to capital and employee retention. Such ESG matters may also impact our suppliers and customers, which may augment or cause additional impacts on our business, financial condition, or results of operations.**