

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Agajanian Richy</u> <hr/> (Last) (First) (Middle) 18000 STUDEBAKER ROAD SUITE 800 <hr/> (Street) CERRITOS CA 90703 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/12/2021	3. Issuer Name and Ticker or Trading Symbol <u>Oncology Institute, Inc. [TOI]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	7,642,253 ⁽¹⁾	I	See Footnote ⁽²⁾
Class A Common Stock	506,871 ⁽¹⁾	I	See Footnote ⁽¹⁰⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Earn Out Right	(3)	(3)	See Footnote ⁽³⁾	731,345	(3)	I	See Footnote ⁽²⁾
Earn Out Right	(4)	(4)	See Footnote ⁽⁴⁾	1,097,018	(4)	I	See Footnote ⁽²⁾
Stock Option (right to buy)	(5)	09/18/2028	See Footnote ⁽⁵⁾	596,075	0.85	I	See Footnote ⁽⁷⁾
Stock Option (right to buy)	(6)	09/18/2028	See Footnote ⁽⁶⁾	572,925	0.86	I	See Footnote ⁽⁷⁾
Restricted Shares	(8)	(8)	See Footnote ⁽⁸⁾	90,938	(8)	I	See Footnote ⁽⁷⁾
Restricted Shares	(9)	(9)	See Footnote ⁽⁹⁾	136,407	(9)	I	See Footnote ⁽⁷⁾
Earn Out Right	(3)	(3)	See Footnote ⁽³⁾	43,043	(3)	I	See Footnote ⁽¹⁰⁾
Earn Out Right	(4)	(4)	See Footnote ⁽⁴⁾	64,565	(4)	I	See Footnote ⁽¹⁰⁾

1. Name and Address of Reporting Person* <u>Agajanian Richy</u> <hr/> (Last) (First) (Middle) 18000 STUDEBAKER ROAD SUITE 800 <hr/> (Street) CERRITOS CA 90703 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person*
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Jimmy Holdings, Inc.

(Last) (First) (Middle)

18000 STUDEBAKER ROAD

SUITE 800

(Street)

CERRITOS

CA

90703

(City)

(State)

(Zip)

Explanation of Responses:

1. On November 12, 2021, pursuant to that certain Agreement and Plan of Merger (the "Merger Agreement"), dated as June 28, 2021, by and among DFP Healthcare Acquisitions Corp. ("DFP"), Orion Merger Sub I, Inc. ("First Merger Sub"), Orion Merger Sub II, LLC ("Second Merger Sub"), and TOI Parent, Inc. ("Old TOI"), First Merger Sub merged into Old TOI, with Old TOI being the surviving corporation then Old TOI merged into Second Merger Sub, with Second Merger Sub being the surviving entity and a wholly owned subsidiary of DFP, which then changed its name to The Oncology Institute, Inc. (such transactions, collectively, the "Business Combination"). Upon consummation of the Business Combination, each issued and outstanding share of common stock of Old TOI was automatically cancelled and the holder thereof was entitled to receive its allocable share of cash and stock consideration pursuant to the Merger Agreement.

2. Held directly by Jimmy Holdings, Inc., a ten percent owner of the issuer and indirectly by Richy Agajanian, the sole holder of all of the outstanding capital stock of Jimmy Holdings, Inc.

3. The contractual holder of the earn out right has the right to receive additional Class A Common Stock in connection with the Business Combination. These shares will be received (i) in the event the Issuer's stock price equals or exceeds (x) \$12.50 per share for 20 trading days within any 30 consecutive trading days during the two-year period following the closing of the Business Combination, or (y) \$15.00 per share for any 20 trading days within any 30 consecutive trading days during the three-year period following the closing of the Business Combination, or (ii) in the event of a qualifying change of control.

4. The contractual holder of the earn out right has the right to receive Class A Common Stock in connection with the Business Combination. These shares will be received (i) in the event the Issuer's stock price equals or exceeds \$15.00 per share for any 20 trading days within any 30 consecutive trading days during the three-year period following the closing of the Business Combination, or (ii) in the event of a qualifying change of control.

5. These stock options for Class A Common Stock were received in connection with the Business Combination in exchange for time-vested stock options to acquire shares of Old TOI, and reflect the holder's allocable share of stock consideration pursuant to the Merger Agreement. These options vested as to 1/4th of the total number of shares subject to the option on the first anniversary of the date of grant, September 18, 2018 (the "Original Grant Date"), and as to 1/36th of the total number of remaining shares monthly thereafter, such that 100% of the shares subject to the option will be fully vested on the fourth anniversary of the Original Grant Date, subject to continued employment through the vest date. As of the date of this filing 459,475 of the option shares are vested and 136,600 remaining subject to vesting. The vesting of these options will accelerate and fully vest upon the occurrence of certain events specified in the grant agreement for such stock options.

6. These stock options for Class A Common Stock were received in connection with the Business Combination in exchange for performance based stock options to acquire shares of Old TOI, and reflect the holder's allocable share of stock consideration pursuant to the Merger Agreement. These options vest monthly for 36 months following November 12, 2021, the date of the closing of the Business Combination, subject to continued employment through the vest date. The vesting of these options will accelerate upon a Change in Control, and in connection with termination of employment without Cause, resignation of employment for Good Reason, or in connection with death or Disability (as each of those capitalized terms is defined in the grant agreement for such stock options).

7. Held by Richy Agajanian's spouse. The reporting persons disclaim beneficial ownership of these securities.

8. These shares were received in connection with the Business Combination and represent restricted earn-out shares of Class A Common Stock subject to forfeiture and unvested until such time the Issuer's stock price reaches \$12.50 per share for 20 trading days within any 30 consecutive trading days for the two-year period following the closing of the Business Combination, subject to continued employment at such time.

9. The shares were received in connection with the Business Combination and represent restricted earn-out shares of Class A Common Stock subject to forfeiture and unvested until such time the Issuer's stock price reaches \$15.00 per share for 20 days within any 30 consecutive trading days for the three-year period following the closing of the Business Combination, subject to continued employment at such time.

10. Held by Agajanian Holdings LLC. The membership interests of Agajanian Holdings LLC are held by three trusts each of which Richy Agajanian is a trustee or co-trustee and in such capacity has or shares voting and dispositive authority. The reporting persons disclaim beneficial ownership of these securities except to extent of Richy Agajanian's pecuniary interest as a result of being a beneficiary of one or more of the trusts.

/s/ Richy Agajanian, M.D. 11/24/2021

/s/ Richy Agajanian, M.D.,
as the President and Chief
Executive Officer of 11/24/2021
Jimmy Holdings, Inc.

** Signature of Reporting
Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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