

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Podnos Yale</u>  (Last) (First) (Middle) C/O THE ONCOLOGY INSTITUTE INC. 18000 STUDEBAKER RD, SUITE 800  (Street) CERRITOS CA 90703  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Oncology Institute, Inc. [ TOI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>Chief Medical Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 03/17/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock	03/17/2023		A		33,219 <sup>(1)</sup>	A	\$0	90,466	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Non-Qualified Stock Option (right to buy)	\$0.481	03/17/2023		A		83,047		(2)	03/17/2033	Common stock	\$0	83,047	D	

**Explanation of Responses:**

1. Represents RSUs with 1/4th of the RSUs vesting on the anniversary of March 17, 2023 (the Vesting Commencement Date), with the remaining RSUs vesting in three equal annual installments beginning on the first anniversary of the Vesting Commencement Date, with all RSUs becoming vested on the fourth anniversary of the Vesting Commencement Date, subject to continued service with the Company through such vesting dates.
2. The stock options vest as to 1/4th of the options granted on the first anniversary of the Vesting Commencement Date, with the remaining options vesting in four equal annual installments beginning on the first anniversary of the Vesting Commencement Date, with all options becoming vested on the fourth anniversary of the Vesting Commencement Date, subject to continued service with the Company through such vesting dates.

**Remarks:**

/s/ Mark Hueppelsheuser,  
Attorney-in-Fact for Yale 03/21/2023  
Podnos

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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

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

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