

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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>Carter Robert Ross</u> (Last) (First) (Middle) <u>C/O THE ONCOLOGY INSTITUTE, INC.</u> <u>18000 STUDEBAKER ROAD, SUITE 800</u> (Street) <u>CERRITOS CA 90703</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/20/2024</u>	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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
Common Stock	4,683 ⁽¹⁾	D	
Common Stock	1,161 ⁽²⁾	D	
Common Stock	997 ⁽³⁾	D	
Common Stock	9,571 ⁽⁴⁾	D	
Common Stock	15,582 ⁽⁵⁾	D	

**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			
Non-Qualified Stock Option (right to buy)	(6)	03/21/2032	Common Stock	11,788	7.09	D	
Non-Qualified Stock Option (right to buy)	(7)	11/17/2032	Common Stock	6,747	1.87	D	
Non-Qualified Stock Option (right to buy)	(8)	03/17/2033	Common Stock	31,903	0.481	D	
Non-Qualified Stock Option (right to buy)	(9)	05/21/2034	Common Stock	38,956	2	D	

Explanation of Responses:

- Shares of Common Stock issued upon vesting and settlement of restricted stock units ("RSUs") prior to the reporting person's appointment as an executive officer of the Company.
- Represents unvested RSUs awarded to the reporting person on March 21, 2022 (the "March 2022 Grant Date"). 1/4 of the RSUs vested on the first anniversary of the March 2022 Grant Date (the "March 2022 Vesting Commencement Date"), with the remaining RSUs vesting in three equal annual installments on each successive anniversary of the March 2022 Vesting Commencement Date, subject to the reporting person's continued service with the Company through the respective vesting dates.
- Represents unvested RSUs awarded to the reporting person on November 17, 2022 (the "November 2022 Grant Date"). 1/4 of the RSUs vested on the first anniversary of the November 2022 Grant Date (the "November 2022 Vesting Commencement Date"), with the remaining RSUs vesting in three equal annual installments on each anniversary of the November 2022 Vesting Commencement Date, subject to the reporting person's continued service with the Company through the respective vesting dates.
- Represents unvested RSUs awarded to the reporting person on March 17, 2023 (the "2023 Grant Date"). 1/4 of the RSUs vested on the first anniversary of the 2023 Grant Date (the "2023 Vesting Commencement Date"), with the remaining RSUs vesting in three equal annual installments on each successive anniversary of the 2023 Vesting Commencement Date, subject to the reporting person's continued service with the Company through the respective vesting dates.

5. Represents unvested RSUs awarded to the reporting person on May 21, 2024 (the "2024 Grant Date"). 1/4 of the RSUs will vest on the first anniversary of the 2024 Grant Date (the "2024 Vesting Commencement Date"), with the remaining RSUs vesting in three equal annual installments on each successive anniversary of the 2024 RSU Vesting Commencement Date, subject to the reporting person's continued service with the Company through the respective vesting dates.
6. The stock options vest as to 1/4 of the options granted on the March 2022 Vesting Commencement Date, with the remaining options vesting in three equal annual installments on each successive anniversary of the March 2022 Vesting Commencement Date, subject to the reporting person's continued service with the Company through the respective vesting dates.
7. The stock options vest as to 1/4 of the options granted on the November 2022 Vesting Commencement Date, with the remaining options vesting in three equal annual installments on each successive anniversary of the November 2022 Vesting Commencement Date, subject to the reporting person's continued service with the Company through the respective vesting dates.
8. The stock options vest as to 1/4 of the options granted on the 2023 Vesting Commencement Date, with the remaining options vesting in three equal annual installments on each successive anniversary of the 2023 Vesting Commencement Date, subject to the reporting person's continued service with the Company through the respective vesting dates.
9. The stock options vest as to 1/4 of the options granted on the 2024 Vesting Commencement Date, with the remaining options vesting in three equal annual installments on each successive anniversary of the 2024 Vesting Commencement Date, subject to the reporting person's continued service with the Company through the respective vesting dates.

Remarks:

**Exhibit List: Exhibit 24 - Power of Attorney

/s/ Mark Hueppelsheuser,
Attorney-in-Fact for 09/30/2024
Robert Ross Carter

** Signature of Reporting Date
Person

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.

LIMITED POWER OF ATTORNEY

Know all by these presents, that the undersigned's hereby makes, constitutes and appoints Mark Hueppelsheuser as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) prepare, execute, acknowledge, deliver and file with the Securities and Exchange Commission ("SEC") on behalf of the undersigned, a Form ID, including any amendments thereto, and any other documents necessary or appropriate to obtain and/or regenerate codes and passwords enabling the undersigned to make electronic filings with the SEC;
- (2) prepare, execute, acknowledge, deliver and file with the SEC on behalf of the undersigned, any Forms 3, 4, and 5 as considered necessary or advisable in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder (the "Exchange Act"), as well as any Forms 144 (including any amendments thereto) required pursuant to Rule 144 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and any Schedules 13D or 13G (including any amendments thereto) required or deemed advisable under Section 13 of the Exchange Act and the rules and regulations promulgated thereunder, all with respect to the securities of The Oncology Institute, Inc., a Delaware corporation (the "Company");
- (3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
- (4) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

- (i) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;
- (ii) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
- (iii) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
- (iv) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 or Section 13 of the Exchange Act or pursuant to the requirements of Rule 144 promulgated under the Securities Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 144, 3, 4, 5 and/or any Schedules 13D or 13G with respect to the securities of the Company or unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27th day of September, 2024.

/s/ Rob Carter

Print Name: Rob Carter