Instruction 1(b).

FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

UIILO /	7110		11711	OL.	
Washington	DC3	0549			

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

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>			2. Issuer Name and Ticker or Trading Symbol Oncology Institute, Inc. [ TOI ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title Other (specify					vner			
(Last) (First) (Middle) C/O THE ONCOLOGY INSTITUTE INC. 18000 STUDEBAKER RD #800			3. Date of Earliest Transaction (Month/Day/Year) 11/20/2024									below) below)  Chief Financial Officer							
OS CA	9			4. If <i>F</i>															
	Table	I - No	on-Deriva	tive S	Secur	rities	Acc	quired	l, Dis	posed of	, or B	enefic	ially	Own	ed				
Date				Year) Execution		cution Date,						and 5) Secur Benef Owne		ties cially I Following	Fori	m: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount	(A) or (D)	Price		Transa	ransaction(s)			(111511.4)	
Class A Common Stock 11/20/2			.024				D		235(1)	D \$0.1		36 <sup>(2)</sup>	31,759			D			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
Security or Exercise (Month/Day/Year) if any		ition Date,	Transaction Code (Instr. 8)  Of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ative rities ired osed	6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration		Amount of Securities Sunderlying Derivative Security (Instr. 3 and 4)  Amount or Number of		Deri Sec (Ins	Derivative Security (Instr. 5) Beneficia Owned Following Reported		у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
	(Fir Concolor (F	(First) (NE ONCOLOGY INSTITUTE TUDEBAKER RD #800  OS CA 9  (State) (Z  Table  Security (Instr. 3)  Common Stock  Tal  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) E ONCOLOGY INSTITUTE INC FUDEBAKER RD #800  OS CA 90703  (State) (Zip)  Table I - No Security (Instr. 3)  Common Stock  Table II  2. Conversion or Exercise Price of Derivative (Month/Day/Year) [Angle of Derivative]  Table II	(First) (Middle) E ONCOLOGY INSTITUTE INC. FUDEBAKER RD #800  OS CA 90703  (State) (Zip)  Table I - Non-Derivation (Month/Day/1000)  Table II - Derivation (e.g., puth of the price of Date (Month/Day/19ear)  2. Transaction Date (Month/Day/19ear)  3. Deemed Execution Date, if any (Month/Day/19ear)	(First) (Middle) E ONCOLOGY INSTITUTE INC. FUDEBAKER RD #800  Table I - Non-Derivative Security (Instr. 3)  Common Stock  Table II - Derivative Security (Instr. 3)  Table II - Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Security (Instr. 3)  2. Transaction Date (Instr. 3)  Table II - Derivative Security (Instr. 3)  A. Deemed Execution Date, if any (Month/Day/Year)  Table II - Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security (Month/Day/Year)   Code (Instr. 8)   Code (Instr	Common Stock   Conversion or Exercise Price of Derivative Security	(First) (Middle)  E ONCOLOGY INSTITUTE INC. FUDEBAKER RD #800  Table I - Non-Derivative Securities Accurity (Instr. 3)  Common Stock  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, (Month/Day/Year)  3. Date of Earliest Trans 11/20/2024  4. If Amendment, Date of Execution Date, if any (Month/Day/Year)  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, (Month/Day/Year)  3. Date of Earliest Trans 11/20/2024  4. If Amendment, Date of Execution Date, if any (Month/Day/Year)  An Deemed Execution Date, if any (Month/Day/Year)  Securities Acque (e.g., puts, calls, warrants, and 5)  Derivative Securities Acque (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle)  E ONCOLOGY INSTITUTE INC. FUDEBAKER RD #800  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, optic  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, optic  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, optic  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, optic  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date  Date	(First) (Middle) 3. Date of Earliest Transaction (Month 11/20/2024  Table I - Non-Derivative Securities Acquired, Disposed of Execution Date (e.g., puts, calls, warrants, options, of Derivative Security  Table II - Derivative Securities Acquired, Disposed of Dispose	(First) (Middle) GONCOLOGY INSTITUTE INC. FUDEBAKER RD #800  Table I - Non-Derivative Securities Acquired, Disposed of Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of Security (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of Securities Acquired, Disposed of Security (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of Securities Acquired, Disposed of Securities Acquired, Disposed of Security (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of Securities Acquired (A) or Code (Instr. B)  Table II - Derivative Securities Acquired (A) or Code (Instr. B)  Table II - Derivative Securities Acquired (A) or Code (Instr. B)  Date (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Code (Instr. B)  Date (Month/Day/Year)  Expiration Date (Month/Day/Year)  Date Expiration Date (Month/Day/Year)  Expiration Date (Month/Day/Year)	(First) (Middle) CONCOLOGY INSTITUTE INC. FUDEBAKER RD #800  Table I - Non-Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible security  Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible security  Security  Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible security Securities Security  Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible security Securities Security Securities	Common Stock   11/20/2024   D   235(1)   D   Securities   Common Stock   11/20/2024   D   Date   Expiration   Date of Organical Filed   Conversion of Execurity   Conversion of Conversion of Execurity   Conversion of Co	Check   Chec	Oncology Institute, Inc. [TOI]    Check all app   Direc	Oncology Institute, Inc. [TOI]    Check all applicable)   Director   Officer (give title below)	Check all applicable) Director Officer (give title below) Chief Financial  Oncology Institute, Inc.  (Check all applicable) Director Officer (give title below) Chief Financial  Officer (give title below) Chief Financial  A If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Za. Deemed Execution Date, (Month/Day/Year) (Month/Day/Year)  Director Officer (give title below) Chief Financial  A If Amendment, Date of Original Filed (Month/Day/Year)  A Securities Acquired (A) or Disposed of, or Beneficially Owned Solidwing (Instr. 3, 4 and 5) Securities Acquired (A) or Disposed Of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Conversion Date (Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Director  Officer (give title below) Chief Financial  A Securities Acquired (A) or Disposed Of, or Beneficially Owned (Instr. 3)  A Securities Acquired (A) or Disposed Of, or Beneficially Owned (Instr. 4)  D 235(I) D \$0.136(2) 31,759  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Oncomersion Or Exercise (Instr. 4)  D Date Exercise Date Exercise Date and Exercise Date (Instr. 4)  D Date Exercise Date Expiration Date (Instr. 4)  Amount or Number of Date (Instr. 4)  Oncomersion Date (Instr. 4)  O	Robert Ross  Oncology Institute, Inc. [Tot]  Oncology Institute, Institute Inst	

## **Explanation of Responses:**

- 1. The sales reported in this Form 4 were effected to cover tax withholding obligations in connection with the vesting of restricted stock units (RSUs) pursuant to a sell-to-cover provision included in the RSU Agreement.
- 2. Price is the volume weighted average selling price of all sales by the Reporting Person on November 20, 2024 within a one-dollar range. Actual prices ranged from \$0.136 to \$0.168. The Reporting Person hereby undertakes to provide upon request of the Commission staff full information regarding the number of shares sold at each separate price.

## Remarks:

/s/ Mark Hueppelsheuser,

11/21/2024 Attorney-in-fact for Robert

Carter

\*\* 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.