

**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

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

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 defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Pacala Mark L</u>  (Last) (First) (Middle) <u>C/O THE ONCOLOGY INSTITUTE INC.</u> <u>1800 STUDEBAKER RD, SUITE 800</u>  (Street) <u>CERRITOS CA 90703</u>  (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/26/2025</u>	
	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	03/26/2025		p <sup>(1)</sup>		90,562	A	\$1.0417 <sup>(2)</sup>	224,971	I	By LLC <sup>(3)</sup>	

**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						Title
Common Warrant <sup>(1)</sup>	\$1.198	03/26/2025		p <sup>(1)</sup>		42,281		03/26/2025 <sup>(4)</sup>	03/26/2030	Common Stock	42,281	\$0.125 <sup>(2)</sup>	42,281	I	By LLC <sup>(3)</sup>

**Explanation of Responses:**

- Represents securities purchased in a private placement transaction directly from the Company pursuant to a Securities Purchase Agreement, dated March 24, 2025 (the "Private Placement"). Pursuant to the terms of the Securities Purchase Agreement, the Company issued Private Placement units consisting of two shares of the Company's common stock ("Common Stock") and a common warrant ("Common Warrant") to purchase one share of Common Stock (the "Private Placement Unit").
- Each Private Placement Unit was purchased at a price of \$2.2084 per unit, with a cost per share of Common Stock of \$1.0417 and a cost per Common Warrant of \$0.1250.
- Securities were purchased by Pacala Enterprises, LLC, an entity controlled by the reporting person. The reporting person disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein.
- The holder may not exercise any portion of a Common Warrant to the extent that the holder would beneficially own more than 4.99% of the number of shares of Common Stock outstanding immediately prior to or after giving effect to such exercise, as such percentage ownership is determined in accordance with Section 13(d) under the Securities Exchange Act of 1934, as amended.

/s/ Mark Hueppelsheuser,  
Attorney-in-Fact for Mark L. Pacala      03/28/2025

\*\* 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.