(Last)

(Street)

**CERRITOS** 

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

11/17/2022

90703

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

Form filed by One Reporting Person

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

CA

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 5. Relationship of Reporting Person(s) to Issuer 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person (Check all applicable) Oncology Institute, Inc. [ TOI ] Miller Matthew P Director 10% Owner Officer (give title Other (specify X below) below) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) **Chief Operating Officer** 11/15/2022 C/O THE ONCOLOGY INSTITUTE INC. 18000 STUDEBAKER RD, SUITE 800 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable

Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2A. Deemed Execution Date, 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 6. Ownership Form: Direct 1. Title of Security (Instr. 3) 2. Transaction 5. Amount of 7. Nature Transaction of Indirect (Month/Day/Year) Beneficially if any Code (Instr. (D) or Indirect Beneficial Owned Following Ownership (Month/Day/Year) 8) (I) (Instr. 4) (Instr. 4) Reported (A) or (D) Transaction(s) Code Amount Price (Instr. 3 and 4) 11/15/2022  $S^{(1)}$ Common Stock 577 D \$2.0277(2) 78,034 D

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 3A. Deemed Execution Date 6. Date Exercisable and Expiration Date 7. Title and Amount of 8. Price of Derivative 9. Number of derivative 3. Transaction 5. Numbe 10. Ownership 11. Nature Conversion (Month/Day/Year) Derivative Security or Exercise if any (Month/Day/Year) Code (Instr. (Month/Day/Year) Securities Security Securities Form: Beneficial (Instr. 3) Price of Securities Underlying (Instr. 5) Beneficially Direct (D) Ownership (Instr. 4) Derivative Acquired Owned or Indirect Derivative Following (I) (Instr. 4) Security (A) or Disposed Security (Instr. 3 and 4) Reported of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount Number Expiration of Shares (D) Title Code (A) Exercisable Date

## **Explanation of Responses:**

- 1. This Form 4/A amends and restates the reporting persons Form 4 originally filed on November 17, 2022 in the entirety. This Form 4/A is being filed to correct the reporting persons original Form 4 from Code D to Code S. The sales reported in the 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 15, 2022 within a one-dollar range. Actual prices ranged from \$2.022 to \$2.028. 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

By: Mark Hueppelsheuser

11/22/2022 For: Matt Miller

X

\*\* 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.