

OMB APPROVAL	
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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>BARASCH RICHARD A</u> (Last) (First) (Middle) <u>C/O THE ONCOLOGY INSTITUTE INC.</u> <u>18000 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>10/05/2022</u>	
	4. 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 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	10/05/2022		J ⁽¹⁾		1	A	\$0 ⁽¹⁾	142,019	D	
Common stock	10/05/2022		J ⁽¹⁾		8	A	\$0 ⁽¹⁾	8	I	By Family Trust ⁽²⁾

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	Amount or Number of Shares				
Series A Common Stock Equivalent Convertible Preferred Stock ⁽³⁾	(3)	10/05/2022		J ⁽¹⁾		1,595		(3)	(3)	Common stock	159,500	(1)	1,595	D	
Earmout rights (Series A Common Stock Equiv Conv Preferred) ⁽⁴⁾	(4)	10/05/2022		J ⁽¹⁾		230		(4)	(4)	Common stock	23,000	(1)	230	D	
Series A Common Stock Equivalent Convertible Preferred Stock ⁽³⁾	(3)	10/05/2022		J ⁽¹⁾		6,204		(3)	(3)	Common stock	620,400	(1)	6,204	I	By Family Trust ⁽²⁾
Earmout rights (Series A Common Stock Equiv Conv Preferred) ⁽⁴⁾	(4)	10/05/2022		J ⁽¹⁾		894		(4)	(4)	Common stock	89,400	(1)	894	I	By Family Trust ⁽²⁾
Private Placement Warrants ⁽⁵⁾	\$11.5 ⁽⁵⁾	10/05/2022		J ⁽¹⁾		548,503		(5)	(5)	Common stock	548,503	(1)	548,503	D	
Earmout rights (Private placement warrants) ⁽⁶⁾	\$11.5 ⁽⁶⁾	10/05/2022		J ⁽¹⁾		73,024		(5)(6)	(5)(6)	Common stock	73,024	(1)	73,024	D	

Explanation of Responses:

- Represents securities received in distributions to LLC members, on a pro rata basis for no consideration, in exempt transactions under Rule 16a-9.
- Securities held by the Helen Barasch Family Trust #1 (the "Trust"), of which the reporting person is the investment manager and has voting and dispositive power over the securities held by the Trust, but disclaims beneficial ownership of these shares except to any pecuniary interest therein.
- Each share of Series A Common Stock Equivalent Convertible Preferred Stock ("Common Equivalent Preferred Stock") is convertible into 100 shares of common stock (subject to adjustment) at any time and from time to time at the election of the holder thereof. The Common Equivalent Preferred Stock has no expiration date. The terms of the Common Equivalent Preferred Stock restrict the conversion of such shares to the extent that, upon such conversion, the number of shares of Class A Common Stock then beneficially owned by the holder and its affiliates and any other person or entities with which such holder would constitute a Section 13(d) "group" would exceed 4.9% of the total number of shares of Class A Common Stock then outstanding.
- Represents shares of Common Equivalent Preferred Stock held in escrow, (i) 50% of which shall be released from escrow in the event the issuer's stock price equals or exceeds \$12.50 per share for 20 days within any 30 consecutive trading days during the two-year period ending on November 12, 2023, and (ii) the remainder of which shall be released from escrow in the event the issuer's stock price equals or exceeds \$15.00

per share for any 20 trading days within any 30-day trading period during the three-year period ending November 12, 2024. Notwithstanding the forgoing, all shares shall be released from escrow in the event of a qualifying change of control.

5. Each whole private placement warrant (the "Private Placement Warrant") entitles the holder thereof to purchase one share of the issuer's common stock at an exercise price of \$11.50 per share. The warrants are currently exercisable and will expire on November 12, 2026 or earlier upon redemption or liquidation.

6. Represents Private Placement Warrants held in escrow, (i) 50% of which shall be released from escrow in the event the issuer's stock price equals or exceeds \$12.50 per share for 20 days within any 30 consecutive trading days during the two-year period ending on November 12, 2023, and (ii) the remainder of which shall be released from escrow in the event the issuer's stock price equals or exceeds \$15.00 per share for any 20 trading days within any 30-day trading period during the three-year period ending November 12, 2024. Notwithstanding the forgoing, all warrants shall be released from escrow in the event of a qualifying change of control.

Remarks:

/s/ Mark Hueppelsheuser,
Attorney-in-Fact for Richard A 10/07/2022
Barasch

** 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.