

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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>Walker Daniel H</u>  (Last) (First) (Middle) C/O THE PENNANT GROUP, INC. 1675 EAST RIVERSIDE DRIVE, SUITE 150  (Street) EAGLE ID 83616  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Pennant Group, Inc. [ PNTG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/02/2021</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	02/02/2021		s <sup>(1)</sup>		21,401	D	\$54.23 <sup>(2)</sup>	560,183	I <sup>(3)</sup>	By Amoeba Investments, LLC
Common Stock	02/02/2021		s <sup>(1)</sup>		752	D	\$55.46 <sup>(4)</sup>	559,431	I <sup>(3)</sup>	By Amoeba Investments, LLC
Common Stock	02/02/2021		s <sup>(1)</sup>		200	D	\$56.2	559,231	I <sup>(3)</sup>	By Amoeba Investments, LLC
Common Stock	02/03/2021		s <sup>(1)</sup>		3,200	D	\$54.68 <sup>(5)</sup>	556,031	I <sup>(3)</sup>	By Amoeba Investments, LLC
Common Stock	02/03/2021		s <sup>(1)</sup>		4,447	D	\$55.3 <sup>(6)</sup>	551,584	I <sup>(3)</sup>	By Amoeba Investments, LLC
Common Stock								1,193,691	D	

**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					

**Explanation of Responses:**

- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted on November 30, 2020.
- This transaction was executed in multiple trades at prices ranging from \$54.00 to \$55.00. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares executed at each separate price.
- These shares are held by Amoeba Investments, LLC, of which Mr. Walker is the sole member.
- This transaction was executed in multiple trades at prices ranging from \$55.01 to \$55.72. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares executed at each separate price.
- This transaction was executed in multiple trades at prices ranging from \$54.01 to \$54.97. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares executed at each separate price.
- This transaction was executed in multiple trades at prices ranging from \$55.04 to \$55.86. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares executed at each separate price.

**Remarks:**

/s/ Derek J. Bunker, as attorney-in-fact

02/04/2021

\*\* Signature of Reporting Person Date

\* 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.**