

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).

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>WILLIAMS ROBERT M JR</u>  (Last) (First) (Middle) <u>C/O J.H. WHITNEY CAPITAL PARTNERS, LLC</u> <u>212 ELM STREET</u>  (Street) <u>NEW CANAAN CT 06840</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Aveanna Healthcare Holdings, Inc.</u> [ <u>AVAH</u> ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/24/2025</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, \$0.01 par value							0		D <sup>(7)</sup>	
Common Stock, \$0.01 par value	03/24/2025		S		173 <sup>(1)</sup>	D	\$5.63 <sup>(2)</sup>	31,387,986	I	By J.H. Whitney VII, L.P. <sup>(4)</sup>
Common Stock, \$0.01 par value	03/25/2025		S		116 <sup>(1)</sup>	D	\$5.64 <sup>(3)</sup>	31,387,870	I	By J.H. Whitney VII, L.P. <sup>(4)</sup>
Common Stock, \$0.01 par value	03/24/2025		S		87 <sup>(1)</sup>	D	\$5.63 <sup>(2)</sup>	15,681,774	I	By PSA Healthcare Investment Holding LLC <sup>(4)</sup>
Common Stock, \$0.01 par value	03/25/2025		S		58 <sup>(1)</sup>	D	\$5.64 <sup>(3)</sup>	15,681,716	I	By PSA Healthcare Investment Holding LLC <sup>(4)</sup>
Common Stock, \$0.01 par value	03/24/2025		S		29 <sup>(1)</sup>	D	\$5.63 <sup>(2)</sup>	5,213,065	I	By JHW Iliad Holdings LLC <sup>(5)</sup>
Common Stock, \$0.01 par value	03/25/2025		S		19 <sup>(1)</sup>	D	\$5.64 <sup>(3)</sup>	5,213,046	I	By JHW Iliad Holdings LLC <sup>(5)</sup>
Common Stock, \$0.01 par value	03/24/2025		S		8 <sup>(1)</sup>	D	\$5.63 <sup>(2)</sup>	1,451,770	I	By PSA Iliad Holdings LLC <sup>(4)</sup>
Common Stock, \$0.01 par value	03/25/2025		S		5 <sup>(1)</sup>	D	\$5.64 <sup>(3)</sup>	1,451,765	I	By PSA Iliad Holdings LLC <sup>(4)</sup>

**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, \$0.01 par value	03/24/2025		S		3 <sup>(1)</sup>	D	\$5.63 <sup>(2)</sup>	546,454	I	By JHW Iliad Holdings II LLC <sup>(5)(6)</sup>
Common Stock, \$0.01 par value	03/25/2025		S		2 <sup>(1)</sup>	D	\$5.64 <sup>(3)</sup>	546,452	I	By JHW Iliad Holdings II LLC <sup>(5)(6)</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					

**Explanation of Responses:**

- The reported sale occurred automatically pursuant to a Rule 10b5-1 trading plan adopted by J.H. Whitney VII, L.P. ("JHW VII"), PSA Healthcare Investment Holding LLC ("PSA Healthcare"), JHW Iliad Holdings LLC ("JHW Iliad"), PSA Iliad Holdings LLC ("PSA Iliad Holdings") and JHW Iliad Holdings II LLC ("JHW Iliad II," and, collectively with PSA Healthcare, JHW Iliad, JHW Iliad II and PSA Iliad Holdings, the "Stockholder Entities") on December 13, 2024.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$5.62 to \$5.63. The reporting persons hereby undertake to provide, upon request, to the staff of the Securities and Exchange Commission ("SEC"), the Issuer, or any security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$5.63 to \$5.65. The reporting persons hereby undertake to provide, upon request, to the staff of the SEC, the Issuer, or any security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 4.
- J.H. Whitney Equity Partners VII, LLC ("Equity Partners VII") is the general partner of JHW VII and Whitney Strategic Partners VII, L.P. ("Strategic Partners VII"). Strategic Partners VII is the managing member of each of PSA Healthcare and PSA Iliad Holdings. As a result, Equity Partners VII may be deemed to share voting and dispositive power with respect to the shares held by each of JHW VII, PSA Healthcare and PSA Iliad Holdings, and Strategic Partners VII may be deemed to share voting and dispositive power with respect to the shares held by each of PSA Healthcare and PSA Iliad Holdings. Each of Equity Partners VII and Strategic Partners VII disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- Project Iliad Managing Member, LLC ("Project Iliad") is the managing member of JHW Iliad. As a result, Project Iliad may be deemed to share voting and dispositive power with respect to the shares held by JHW Iliad. Project Iliad disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- J.H. Whitney Capital Partners, LLC ("Capital Partners") is the sole member of J.H. Whitney VII Management Co., LLC ("Management Co. VII"), which is the managing member of JHW Iliad II. As a result, each of Capital Partners and Management Co. VII may be deemed to share voting and dispositive power with respect to the shares held by JHW Iliad II. Each of Capital Partners and Management Co. VII disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- Robert M. Williams, Jr is a Managing Member of Equity Partners VII, a Member of Project Iliad and a Senior Managing Director of Capital Partners. As a result, the undersigned may be deemed to share voting and dispositive power with respect to the shares held by the Stockholder Entities. The undersigned disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

**Remarks:**

Exhibit List: Exhibit 24 - Confirming Statement

/s/ David Zatlukal, Attorney-  
in-Fact

03/26/2025

\*\* 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.**

**CONFIRMING STATEMENT**

This Statement confirms that the undersigned, Robert M. Williams, has authorized and designated Paul R. Vigano and David Zatlukal to execute and file on the undersigned's behalf all Forms 3, 4, and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Aveanna Healthcare Holdings, Inc. The authority of designated Paul R. Vigano and David Zatlukal under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, and 5 with regard to his ownership of or transactions in securities of Aveanna Healthcare Holdings, Inc., unless earlier revoked in writing. The undersigned acknowledges that neither Paul R. Vigano nor David Zatlukal is assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: March 26, 2025

/s/ Robert M. Williams

Robert M. Williams

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