# **UNITED STATES**

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Form 8-K

CURRENT REPORT Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 9, 2016

# Surgery Partners, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-37576

(Commission File Number) **47-3620923** (IRS Employer Identification No.)

#### 40 Burton Hills Boulevard, Suite 500 Nashville, Tennessee 37215

(Address of Principal Executive Offices) (Zip Code)

(615) 234-5900

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, If Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### Item 2.02 Results of Operations and Financial Condition.

On November 9, 2016, Surgery Partners, Inc. issued a press release announcing results for the three and nine months ended September 30, 2016. See the press release attached as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

Surgery Partners is making reference to non-GAAP financial information in the press release. A reconciliation of GAAP to non-GAAP results is provided in the attached Exhibit 99.1 press release.

#### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release dated November 9, 2016.

#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SURGERY PARTNERS, INC.

By: <u>/s/ Teresa F. Sparks</u>

Teresa F. Sparks Executive Vice President and Chief Financial Officer

Date: November 9, 2016

## EXHIBIT INDEX

Exhibit	
Number	Description
99.1	Press release dated November 9, 2016.

99.1

Exhibit 99.1

# SURGERY PARTNERS

### SURGERY PARTNERS, INC. ANNOUNCES THIRD QUARTER 2016 RESULTS

Revenues increase 18% over prior year period driven by strong same-facility revenue growth of 10%

NASHVILLE, Tenn., November 9, 2016 - Surgery Partners, Inc. (NASDAQ:SGRY) ("Surgery Partners" or the "Company"), a leading provider of surgical services, today announced results for the third quarter ended September 30, 2016.

- Revenues increased 18.0% over third quarter 2015 to \$282.7 million
- Same-facility revenue increased 10.3% over third guarter 2015 to \$281.2 million
- Net loss attributable to Surgery Partners decreased to \$2.3 million from \$3.1 million in the third quarter 2015
- Adjusted EBITDA increased 12.3% over third quarter 2015 to \$44.7 million
- Diluted net loss per share of (\$0.05) vs. (\$0.10) in the third quarter 2015
- Adjusted diluted net income per share of \$0.21 vs. \$0.02 in the third quarter 2015

"Surgery Partners produced strong revenue growth for the third quarter with an 18.0% increase over prior year driven by solid same-facility revenue growth of 10.3%," said Mike Doyle, Chief Executive Officer. "We continue to demonstrate strong volume growth as we add higher acuity cases to our surgical facilities and expand services in our existing markets."

"Our differentiated operating model strategically aligns physicians in an outpatient setting through employment and partnership opportunities. Our strategy provides for significant growth potential as we provide solutions for independent physicians, physician group practices, health systems and payors pursing a path to value based care. We appreciate and respect the efforts of our physicians and staff as they deliver high quality healthcare in a setting that is convenient and more cost effective for patients and payors."

"Also, during the quarter we amended our First Lien Credit Agreement reducing the applicable margin by 50 basis points and resulting in an annual interest savings of approximately \$5 million."

#### **Transaction Update**

At the end of the quarter, the Company closed on four transactions: an ambulatory surgery center in Louisiana, two physician practices and an anesthesia practice. In addition, the Company entered into a relationship with a health system in Florida partnering with the system to implement their outpatient strategy. "We are encouraged by the recent performance of our facilities and our pipeline remains full," commented Mike Doyle. "We continue to see opportunities with both physician practices which enhance our investments in existing markets and surgical facilities which expand our presence in new markets."

#### **Third Quarter 2016 Results**

Total revenues for the third quarter of 2016 increased 18.0% to \$282.7 million from \$239.6 million for the third quarter of 2015. Same-facility revenues for the third quarter of 2016 increased 10.3% to \$281.2 million from \$254.9 million in the same period last year. Results were driven by increased same-facility cases of 4.3%.

For the third quarter of 2016, the Company's net loss attributable to Surgery Partners improved to \$2.3 million compared to \$3.1 million for the same period last year. For the third quarter of 2016, the Company's Adjusted EBITDA increased 12.3% to \$44.7 million compared to Adjusted EBITDA of \$39.9 million for the same period last year.

#### Year To Date 2016 Results

Total revenues year to date 2016 increased 20.5% to \$839.4 million from \$696.6 million for the same period last year. Same-facility revenues for year to date 2016 increased 12.8% to \$814.8 million from \$722.2 million in the same period last year. Results were driven by increased same-facility cases of 7.8%.

For year to date 2016, the Company's net loss attributable to Surgery Partners improved to \$7.4 million compared to a net loss of \$15.3 million for the same period last year. For year to date 2016, the Company's Adjusted EBITDA increased 13.0% to \$129.2 million compared to Adjusted EBITDA of \$114.3 million for the same period last year.

#### Liquidity

At September 30, 2016, Surgery Partners had cash and cash equivalents of \$55.2 million and availability of \$114.9 million under its revolving credit facility. Net operating cash flow, including operating cash flow less distributions to non-controlling interests, was \$1.7 million for the third quarter of 2016 or \$19.1 million on an adjusted basis, excluding merger transaction and integration costs, an accelerated interest payment in the quarter related to the amendment of the First Lien Credit Agreement, and a component of payments for acquisitions. The Company's ratio of total debt to EBITDA, as calculated under the Company's credit agreement, was 6.2x at the end of the third quarter of 2016.

#### Full Year 2016 Guidance

Surgery Partners affirms its full year 2016 revenue guidance at the mid to high end of our original range to \$1.12 billion to \$1.14 billion, a 17.5% to 19.0% growth over 2015. The Company is modifying its Adjusted EBITDA full year guidance to a 13.0% to 16.0% growth over 2015 with a range of \$179 million to \$184 million from its prior range of \$184 million to \$191 million. This change is due primarily to the timing of certain acquisitions which closed later than anticipated, along with the impact from Hurricane Matthew in the fourth quarter.

#### **Conference Call Information**

Surgery Partners will hold its conference call tomorrow, November 10, 2016 at 8:30 a.m. (Eastern Time). The conference call can be accessed live over the phone by dialing 1-877-705-6003, or for international callers, 1-201-493-6725. A replay will be available two hours after the call and can be accessed by dialing 1-844-512-2921, or for international callers, 1-412-317-6671. The passcode for the live call and the replay is 13647890. The replay will be available until November 24, 2016.

Interested investors and other parties may also listen to a simultaneous webcast of the conference call by logging onto the Investor Relations section of the Company's website at www.surgerypartners.com. The on-line replay will remain available for a limited time beginning immediately following the call.

To learn more about Surgery Partners, please visit the company's website at www.surgerypartners.com. Surgery Partners uses its website as a channel of distribution for material Company information. Financial and other material information regarding Surgery Partners is routinely posted on the Company's website and is readily accessible.

#### **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements, which have been included in reliance of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, involve risks and uncertainties and assumptions relating to our operations, financial condition, business, prospects, growth strategy and liquidity, which may cause our actual results to differ materially from those projected by such forward-looking statements, and the Company cannot give assurances that such statements will prove to be correct. You can identify forward-looking statements because they do not relate strictly to historical or current facts. These statements may include words such as "aim," "anticipate," "believe," "estimate," "expect," "forecast," "outlook," "potential," "project," "projection," "plan," "intend," "seek," "may," "could," "would," "will," "should," "can," "can have," "likely," the negatives thereof and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events.

The forward-looking statements appear in a number of places throughout this press release and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which we operate. All forward-looking statements are subject to risks and uncertainties, including but not limited to those risks and uncertainties described in "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2015 that may cause actual results to differ materially from those that we expected.

The forward-looking statements made in this press release are made only as of the date of the hereof. Except as required by law, we undertake no obligation to update any forward-looking statement, whether as a result of new information or otherwise. More information about potential factors that could affect our business and financial results is included in our filings with the Securities and Exchange Commission.

#### **Use of Non-GAAP Financial Measures**

In addition to the results prepared in accordance with generally accepted accounting principles in the United States ("GAAP") provided throughout this press release, Surgery Partners has presented the following non-GAAP financial measures: Adjusted EBITDA and adjusted net income per share, which exclude various items detailed in the attached "Reconciliation of Non-GAAP Financial Measures".

These non-GAAP financial measures are not intended to replace financial performance measures determined in accordance with GAAP. Rather, they are presented as supplemental measures of the Company's performance that management believes may

enhance the evaluation of the Company's ongoing operating results. These non-GAAP financial measures are not presented in accordance with GAAP, and the Company's computation of these non-GAAP financial measures may vary from those used by other companies. These measures have limitations as an analytical tool, and should not be considered in isolation or as a substitute or alternative to net income or loss, operating income or loss, cash flows from operating activities, total indebtedness, earnings per share or any other measures of operating performance, liquidity or indebtedness derived in accordance with GAAP.

#### **About Surgery Partners**

Headquartered in Nashville, Tennessee, Surgery Partners is a leading healthcare services company with a differentiated outpatient delivery model focused on providing high quality, cost effective solutions for surgical and related ancillary care in support of both patients and physicians. Founded in 2004, Surgery Partners is one of the largest and fastest growing outpatient surgical and ancillary services company in the country, with more than 150 locations in 29 states, including surgical facilities, physician practices and urgent care facilities.

#### SURGERY PARTNERS, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Amounts in thousands, except shares and per share amounts) (Unaudited)

Operating expenses:     Substrate     Starte		Th	Three Months Ended September 30,			Ν	Nine Months Ended September 30,				
Operating expenses:     Sum of the second s			2016		2015		2016		2015		
Salaries and benefits     85,724     66,072     266,401     188,405       Supplies	Revenues	\$	282,682	\$	239,599	\$	839,437	\$	696,569		
Supplies     65,907     60,377     196,484     176,550       Professional and medical fees     20,856     17,233     60,813     44,144       Lease expense     13,204     11,211     38,712     33,267       Other operating expenses     15,703     13,928     44,539     33,766       Cost of revenues     201,344     168,821     606,949     4486,152       General and administrative expenses (includes acquisition compensation expense of \$1,530 and \$3,060 in 2016, respectively)     14,965     11,236     42,205     34,944       Depreciation and anortization     9,713     8,611     28,984     22,553       Provision for doubtful accounts     8,514     5,840     15,931     16,049       Income from equity investments     (1,167)     (1,320)     (3,007)     (2,866       Loss on debt refinancing     3,595     -     11,876     -       Merger transaction and integration costs     1,864     1,249     6,361     14,897       Electronic health records incentive income     3,64     12,64     17,70     44,94,97     12,626       Total	Operating expenses:										
Professional and medical fees     20,856     17,233     60,813     44,144       Lease expense     13,204     11,211     38,712     33,267       Other operating expenses     201,394     168,821     666,949     446,552       General and administrative expenses (includes acquisition compensation expense of \$1,530 and \$3,060 in 2016, respectively)     14,985     11,236     42,205     34,944       Depreciation and amoritization     9,713     8,611     28,984     25,538       Provision for doubril accounts     8,514     5,840     15,531     16,049       Income from equity investments     (1,167)     (1,320)     (3,007)     (2,866       Loss (gain) on disposal or impairment of long-lived assets, net     572     1,161     1,697     (1,522       Loss on debt refinancing     3,595     -     11,876     -     -       Merger transaction and integration costs     1,864     1,249     6,361     14,897       Other (income) expense     (3,733)     -     -     11,767     123,525       Total operating expense, net     (26,475)     (26,573)     (7,463)	Salaries and benefits		85,724		66,072		266,401		188,405		
Lease expense     13,204     11,211     38,712     33,267       Other operating expenses     15,703     13,928     44,539     39,766       Cost of revenues     201,334     168,821     606,949     448,6152       General and administrative expenses (includes acquisition compensation expense of 15,530 and 32,061 n 2016, respectively)     14,965     11,236     42,205     34,944       Depreciation and amorization     9,713     8,611     28,984     25,538       Provision for doubful accounts     8,514     5,840     15,931     116,049       Income from equity investments     (1,167)     (1,320)     (3,007)     (2,866       Loss (gain) on disposal or impairment of long-lived assets, net     572     1,161     1,697     (1,522       Loss on debt refinancing     355      11,876        Merger transaction and integration costs     1,864     1,249     6,361     14,897       Electronic health records incentive income     364     57     269     107       Other (income) expense      (330)      37,333	Supplies		65,907		60,377		196,484		176,550		
Other operating expenses     15,703     13,928     44,539     39,786       Cost of revenues     201,394     168,821     606,949     446,6152       General and administrative expenses (includes acquisition compensation expense of \$1,530 and \$3,060 in 2016, respectively)     14,985     11,236     42,205     34,944       Depreciation and amorization     9,713     8,611     28,984     25,538       Provision for doubtful accounts     8,514     5,840     15,931     16,049       Income from equity investments     (1,167)     (1,320)     (3,007)     (2,866       Loss on dobt refinancing     3,555      11,876        Megret transaction and integration costs     1,864     1,249     6,361     14,897       Electronic health records incentive income     364     57     269     107       Other (income) expense      (3,30)     97     352       Total operating expenses     (2,6475)     (2,6573)     (7,483)        Income before income taxes     (1,6494)     13,917     2,496     36,6751       Income tax (benefit) expe	Professional and medical fees		20,856		17,233		60,813		48,144		
Cost of revenues     201,394     168,821     606,949     486,152       General and administrative expenses (includes acquisition compensation expense of \$1,530 and \$3,060 in 2016, respectively)     14,985     11,236     42,205     34,944       Depreciation and amortization     9,713     8,611     28,984     25,538       Provision for doubful accounts     8,514     5,840     15,931     16,049       Income from equity investments     (1,167)     (1,320)     (3,007)     (2,866       Loss (gain) on disposal or impairment of long-lived assets, net     572     1,161     1,697     (1,522       Loss on debt refinancing     3,595      11,876        Merger transaction and integration costs     1,864     1,249     6,361     14,897       Electronic health records incentive income     364     57     269     107       Other (income) expense      (330)     97     (356       Total operating expenses     239,834     195,325     711,362     572,943       Operating income     12,640     17,701     494,74     128,075     123,626 <	Lease expense		13,204		11,211		38,712		33,267		
General and administrative expenses (includes acquisition compensation expense of \$1,530 and \$3,060 in 2016, respectively)     14,985     11,236     42,205     34,944       Depreciation and amortization     9,713     8,611     28,984     25,538       Provision for doubtful accounts     8,514     5,840     15,931     16,049       Income from equity investments     (1,167)     (1,320)     (3,007)     (2,866       Loss (gain) on disposal or impairment of long-lived assets, net     572     1,161     1,697     (1,522       Loss on debt refinancing     3,595      11,876        Merger transaction and integration costs     1,864     1,249     6,361     14,897       Electronic health records incentive income     364     57     269     107       Other (income) expense      (330)     97     12,3626       Tax receivable expense     (2,4,73)     (2,6,573)     (7,4,863)     (7,8,507       Income before income taxes     (1,6,672)     (2,6,573)     (7,4,863)     36,5751       Income tax (benefit) expense     (1,6,672)     (16,672)     (16,688)	Other operating expenses		15,703		13,928		44,539		39,786		
expense of \$1,530 and \$3,060 in 2016, respectively)     14,985     11,236     42,205     34,944       Depreciation and amoritization     9,713     8,611     28,984     25,538       Provision for doubtful accounts     8,514     5,840     15,931     16,049       Income from equity investments     (1,167)     (1,320)     (3,007)     (2,866)       Loss on debt refinancing     3,955     -     11,167     (1,522)       Loss on debt refinancing     3,955     -     11,864     1,249     6,361     14,897       Electronic health records incentive income     364     57     269     107       Other (income) expense     -     (330)     97     355       Total operating expenses     239,834     195,325     711,362     572,943       Operating income     42,484     44,274     128,075     123,626       Tax receivable expense, net     (26,473)     (26,573)     (74,863)     36,551       Income tax (benefit) expense     11,644     3,917     44,949     36,551       Less: Net income attributable to non-controlling interests	Cost of revenues		201,394		168,821		606,949		486,152		
Provision for doubful accounts     8,514     5,840     15,931     16,049       Income from equity investments     (1,167)     (1,320)     (3,007)     (2,866)       Loss (gain) on disposal or impairment of long-lived assets, net     572     1,161     1,697     (1,522)       Loss on debt refinancing     3,595      11,876        Merger transaction and integration costs     1,864     1,249     6,361     14,897       Electronic health records incentive income     366     57     269     107       Other (income) expense      (330)     97     3556       Total operating expenses     239,834     44,274     128,075     123,626       Tax receivable expense, net     (26,475)     (26,573)     (74,863)     (78,507)       Income before income taxes     11,644     3,917     2,496     8,368       Net income     (1,694)     3,917     2,496     8,368       Net income attributable to onon-controlling interests     (1,6472)     (16,906)     (54,392)     (52,061)       Net loss attributable to surgery Partners, Inc.			14,985		11,236		42,205		34,944		
Income from equity investments   (1,167)   (1,320)   (3,007)   (2,866)     Loss (gain) on disposal or impairment of long-lived assets, net   572   1,161   1,697   (1,522)     Loss on debt refinancing   3,595    11,876      Merger transaction and integration costs   1,864   1,249   6,361   14,897     Electronic health records incentive income   364   57   269   107     Other (income) expense    (330)   97   (356)     Total operating expenses   239,834   195,325   711,362   572,943     Operating income   42,848   444,274   128,075   123,626     Tax receivable expense   (3,733)    (3,733)      Income before income taxes   (26,475)   (26,573)   (74,863)   36,751     Income before income taxes   11,61672   11,6190   3,917   2,496   8,368     Net income attributable to non-controlling interests   (16,672)   (16,906)   (54,392)   (52,961)     Net loss ettributable to surgery Partners, Inc.   \$   2,0310   \$   (1,5310)	Depreciation and amortization		9,713		8,611		28,984		25,538		
Loss (gain) on disposal or impairment of long-lived assets, net   572   1,161   1,697   (1,522     Loss on debt refinancing   3,595    11,876      Merger transaction and integration costs   1,864   1,249   6,361   14,897     Electronic health records incentive income   364   57   269   107     Other (income) expense    (330)   97   (356     Total operating expenses   239,834   195,325   711,362   572,943     Operating income   42,848   44,274   128,075   123,626     Tax receivable expense   (3,733)    (3,733)      Interest expense, net   (26,475)   (26,573)   (74,863)   (78,507)     Income before income taxes   11,644   1,7701   49,479   45,119     Income tax (benefit) expense   (16,672)   (16,906)   (54,322)   (52,061)     Net income   S   (3,33)        Net loss attributable to surgery Partners, Inc.   S   (2,328)   S   (3,122)   S   (7,409)   S   (0,48)	Provision for doubtful accounts		8,514		5,840		15,931		16,049		
Loss on debt refinancing   3,595    11,876      Merger transaction and integration costs   1,864   1,249   6,361   14,897     Electronic health records incentive income   364   57   269   107     Other (income) expense    (30)   97   (356     Total operating expenses   239,834   195,325   711,362   572,943     Operating income   42,848   44,274   128,075   123,626     Tax receivable expense   (3,733)    (3,733)      Interest expense, net   (26,475)   (26,573)   (74,863)   (78,507     Income tax (benefit) expense   (1,694)   3,917   2,496   8,368     Net income   14,334   13,784   46,983   36,751     Less: Net income attributable to non-controlling interests   (16,672)   (16,906)   (54,392)   (52,061)     Net loss per share attributable to common stockholders   \$   (0,015)   \$   (0,015)   \$   (0,015)   \$   (0,015)   \$   (0,48     Diluted <sup>(1)</sup> \$   0,015)   \$   (0,048<	Income from equity investments		(1,167)		(1,320)		(3,007)		(2,866)		
Merger transaction and integration costs     1,864     1,249     6,361     14,897       Electronic health records incentive income     364     57     269     107       Other (income) expense     —     (300)     97     (356       Total operating expenses     239,834     195,325     711,362     572,943       Operating income     42,848     44,274     128,075     123,626       Tax receivable expense     (3,733)     —     (74,863)     (78,507       Incerest expense, net     (26,475)     (26,573)     (74,863)     (78,507       Income tax (benefit) expense     11,694     3,917     2,496     8,368       Net income     11,694     3,917     2,496     8,368       Net income attributable to non-controlling interests     (16,672)     (16,906)     (54,392)     (52,061       Net loss per share attributable to common stockholders     \$     (0,05)     \$     (0,01)     \$     (0,48       Diluted <sup>(1)</sup> \$     0,001     \$     0,015     \$     (0,48       Diluted <sup>(1)</sup> \$ <td>Loss (gain) on disposal or impairment of long-lived assets, net</td> <td></td> <td>572</td> <td></td> <td>1,161</td> <td></td> <td>1,697</td> <td></td> <td>(1,522)</td>	Loss (gain) on disposal or impairment of long-lived assets, net		572		1,161		1,697		(1,522)		
Electronic health records incomive income   364   57   269   107     Other (income) expense   —   (330)   97   (356)     Total operating expenses   239,834   195,325   711,362   572,943     Operating income   42,848   44,274   128,075   123,626     Tax receivable expense   (3,733)   —   (3,733)   —     Interest expense, net   (26,475)   (26,573)   (74,863)   (78,507)     Income before income taxes   112,640   17,701   49,479   45,119     Income tax (benefit) expense   (16,694)   3,917   2,496   8,368     Net income   114,334   13,784   46,983   36,751     Less: Net income attributable to non-controlling interests   (16,672)   (16,906)   (54,392)   (52,061)     Net loss per share attributable to common stockholders   \$   (0,05)   \$   (0,010)   \$   (0,15)   \$   (0,48)     Diluted <sup>(1)</sup> \$   (0,015)   \$   (0,48)   (0,48)   (0,48)   (0,48)   (0,48)   (0,48)   (0,48)   (0,48)   (0,48)	Loss on debt refinancing		3,595		_		11,876		_		
Other (income) expense     —     (330)     97     (356)       Total operating expenses     239,834     195,325     711,362     572,943       Operating income     42,848     44,274     128,075     123,626       Tax receivable expense     (3,733)     —     3733     —       Interest expense, net     (26,475)     (26,573)     (74,863)     (78,507)       Income before income taxes     12,640     17,701     49,479     45,119       Income tax (benefit) expense     (1,694)     3,917     2,496     8,368       Net income     14,334     13,784     46,983     36,751       Less: Net income attributable to non-controlling interests     (16,672)     (16,906)     (54,392)     (52,061)       Net loss per share attributable to common stockholders     \$     (0,05)     \$     (0,01)     \$     (0,48)       Basic     \$     (0,05)     \$     (0,01)     \$     (0,48)     (0,48)       Ubited <sup>(1)</sup> \$     (0,05)     \$     (0,01)     \$     (0,48)       Basic <td>Merger transaction and integration costs</td> <td></td> <td>1,864</td> <td></td> <td>1,249</td> <td></td> <td>6,361</td> <td></td> <td>14,897</td>	Merger transaction and integration costs		1,864		1,249		6,361		14,897		
Total operating expenses   239,834   195,325   711,362   572,943     Operating income   42,848   44,274   128,075   123,626     Tax receivable expense   (3,733)   -   (3,733)   -     Interest expense, net   (26,475)   (26,573)   (74,863)   (78,507)     Income before income taxes   12,640   17,701   49,479   45,119     Income tax (benefit) expense   (1,694)   3,917   2,496   8,368     Net income   14,334   13,784   46,983   36,751     Less: Net income attributable to non-controlling interests   (16,672)   (16,906)   (54,392)   (52,061)     Net loss attributable to Surgery Partners, Inc.   \$ (2,338)   \$ (0,10)   \$ (0,15)   \$ (0,48)     Diluted <sup>(1)</sup> \$ (0,05)   \$ (0,10)   \$ (0,15)   \$ (0,48)     Weighted average common shares outstanding   48,019,652   32,054,089   48,018,706   32,054,089	Electronic health records incentive income		364		57		269		107		
Operating income   42,848   44,274   128,075   123,626     Tax receivable expense   (3,733)    (3,733)      Interest expense, net   (26,475)   (26,573)   (74,863)   (78,507)     Income before income taxes   12,640   17,701   49,479   45,119     Income tax (benefit) expense   (1,694)   3,917   2,496   8,368     Net income   14,334   13,784   46,983   36,751     Less: Net income attributable to non-controlling interests   (16,672)   (16,906)   (54,392)   (52,061)     Net loss per share attributable to Surgery Partners, Inc.   \$ (2,338)   \$ (0,10)   \$ (0,15)   \$ (0,48)     Diluted <sup>(1)</sup> \$ (0,05)   \$ (0,01)   \$ (0,15)   \$ (0,48)     Weighted average common shares outstanding   # 48,019,652   32,054,089   48,018,706   32,054,089	Other (income) expense		_		(330)		97		(356)		
Tax receivable expense   (3,733)   —   (3,733)   —   (3,733)   —     Interest expense, net   (26,475)   (26,573)   (74,863)   (78,507)     Income before income taxes   12,640   17,701   49,479   45,119     Income tax (benefit) expense   (1,694)   3,917   2,496   8,368     Net income   14,334   13,784   46,983   36,751     Less: Net income attributable to non-controlling interests   (16,672)   (16,906)   (54,392)   (52,061)     Net loss attributable to Surgery Partners, Inc.   \$   (2,338)   \$   (3,122)   \$   (7,409)   \$   (15,310)     Net loss per share attributable to common stockholders   \$   (0.05)   \$   (0.10)   \$   (0.15)   \$   (0.48)     Diluted <sup>(1)</sup> \$   (0.05)   \$   (0.10)   \$   (0.48)   (0.48)     Weighted average common shares outstanding   \$   32,054,089   48,018,706   32,054,089	Total operating expenses		239,834		195,325		711,362		572,943		
Interest expense, net   (26,475)   (26,573)   (74,863)   (78,507)     Income before income taxes   12,640   17,701   49,479   45,119     Income tax (benefit) expense   (1,694)   3,917   2,496   8,368     Net income   14,334   13,784   46,983   36,751     Less: Net income attributable to non-controlling interests   (16,672)   (16,906)   (54,392)   (52,061)     Net loss attributable to Surgery Partners, Inc.   \$   (2,338)   \$   (3,122)   \$   (74,863)   (15,310)     Net loss per share attributable to common stockholders   \$   (2,038)   \$   (0,10)   \$   (0,15)   \$   (0,48)     Diluted <sup>(1)</sup> \$   (0,05)   \$   (0,10)   \$   (0,15)   \$   (0,48)     Weighted average common shares outstanding   48,019,652   32,054,089   48,018,706   32,054,089	Operating income		42,848		44,274		128,075		123,626		
Income before income taxes   12,640   17,701   49,479   45,119     Income tax (benefit) expense   (1,694)   3,917   2,496   8,368     Net income   14,334   13,784   46,983   36,751     Less: Net income attributable to non-controlling interests   (16,672)   (16,906)   (54,392)   (52,061)     Net loss attributable to Surgery Partners, Inc.   \$ (2,338)   \$ (3,122)   \$ (7,409)   \$ (15,310)     Net loss per share attributable to common stockholders   \$ (0.05)   \$ (0.10)   \$ (0.15)   \$ (0.48)     Diluted <sup>(1)</sup> \$ (0.05)   \$ (0.10)   \$ (0.15)   \$ (0.48)     Weighted average common shares outstanding   48,019,652   32,054,089   48,018,706   32,054,089	Tax receivable expense		(3,733)		_		(3,733)		_		
Income tax (benefit) expense   (1,694)   3,917   2,496   8,368     Net income   14,334   13,784   46,983   36,751     Less: Net income attributable to non-controlling interests   (16,672)   (16,906)   (54,392)   (52,061)     Net loss attributable to Surgery Partners, Inc.   \$ (2,338)   \$ (3,122)   \$ (7,409)   \$ (15,310)     Net loss per share attributable to common stockholders   \$ (0,05)   \$ (0,10)   \$ (0,15)   \$ (0,48)     Diluted <sup>(1)</sup> \$ (0,05)   \$ (0,10)   \$ (0,15)   \$ (0,48)     Weighted average common shares outstanding   48,019,652   32,054,089   48,018,706   32,054,089	Interest expense, net		(26,475)		(26,573)		(74,863)		(78,507)		
Net income   14,334   13,784   46,983   36,751     Less: Net income attributable to non-controlling interests   (16,672)   (16,906)   (54,392)   (52,061)     Net loss attributable to Surgery Partners, Inc.   \$ (2,338)   \$ (3,122)   \$ (7,409)   \$ (15,310)     Net loss per share attributable to common stockholders   \$ (0.05)   \$ (0.10)   \$ (0.15)   \$ (0.48)     Diluted <sup>(1)</sup> \$ (0.05)   \$ (0.05)   \$ (0.10)   \$ (0.15)   \$ (0.48)     Weighted average common shares outstanding   #8,019,652   32,054,089   48,018,706   32,054,089	Income before income taxes		12,640		17,701		49,479		45,119		
Less: Net income attributable to non-controlling interests   (16,672)   (16,906)   (54,392)   (52,061)     Net loss attributable to Surgery Partners, Inc.   \$ (2,338)   \$ (3,122)   \$ (7,409)   \$ (15,310)     Net loss per share attributable to common stockholders	Income tax (benefit) expense		(1,694)		3,917		2,496		8,368		
Net loss attributable to Surgery Partners, Inc.   \$ (2,338)   \$ (3,122)   \$ (7,409)   \$ (15,310)     Net loss per share attributable to common stockholders     Basic   \$ (0.05)   \$ (0.10)   \$ (0.15)   \$ (0.48)     Diluted <sup>(1)</sup> \$ (0.05)   \$ (0.10)   \$ (0.15)   \$ (0.48)     Weighted average common shares outstanding   48,019,652   32,054,089   48,018,706   32,054,089	Net income		14,334		13,784		46,983		36,751		
Net loss per share attributable to common stockholders     Basic   \$ (0.05) \$ (0.10) \$ (0.15) \$ (0.48     Diluted <sup>(1)</sup> \$ (0.05) \$ (0.10) \$ (0.15) \$ (0.48     Weighted average common shares outstanding   48,019,652 32,054,089     Basic   48,019,652 32,054,089	Less: Net income attributable to non-controlling interests		(16,672)		(16,906)		(54,392)		(52,061)		
Basic   \$   (0.05)   \$   (0.10)   \$   (0.15)   \$   (0.48)     Diluted <sup>(1)</sup> \$   (0.05)   \$   (0.10)   \$   (0.15)   \$   (0.48)     Weighted average common shares outstanding   \$   (0.05)   \$   (0.10)   \$   (0.15)   \$   (0.48)     Basic   48,019,652   32,054,089   48,018,706   32,054,089	Net loss attributable to Surgery Partners, Inc.	\$	(2,338)	\$	(3,122)	\$	(7,409)	\$	(15,310)		
Diluted <sup>(1)</sup> \$   (0.05)   \$   (0.10)   \$   (0.15)   \$   (0.48)     Weighted average common shares outstanding	Net loss per share attributable to common stockholders										
Weighted average common shares outstanding Basic 48,019,652 32,054,089 48,018,706 32,054,089	Basic	\$	(0.05)	\$	(0.10)	\$	(0.15)	\$	(0.48)		
Weighted average common shares outstanding     48,019,652     32,054,089     48,018,706     32,054,089	Diluted <sup>(1)</sup>	\$	(0.05)	\$	(0.10)	\$	(0.15)	\$	(0.48)		
	Weighted average common shares outstanding										
Diluted <sup>(1)</sup> 48,019,652 32,054,089 48,018,706 32,054,089	Basic		48,019,652		32,054,089		48,018,706		32,054,089		
	Diluted <sup>(1)</sup>		48,019,652		32,054,089		48,018,706		32,054,089		

(1) The impact of potentially dilutive securities for the three and nine months ended September 30, 2016 and September 30, 2015 was not considered because the effect would be anti-dilutive in each of those periods.

## SURGERY PARTNERS, INC. Unaudited Selected Financial and Operating Data (Amounts in thousands, except shares and per share amounts)

	Septe	mber 30, 2016	D	ecember 31, 2015
Balance Sheet Data (at period end):				
Cash and cash equivalents	\$	55,209	\$	57,933
Total current assets		328,728		310,957
Total assets		2,248,725		2,104,443
Current maturities of long-term debt		29,105		27,247
Total current liabilities		178,654		181,289
Long-term debt, less current maturities		1,357,824		1,228,112
Total liabilities		1,748,950		1,623,077
Total Surgery Partners, Inc. stockholders' deficit		(8,331)		(4,028)
Non-controlling interestsnon-redeemable		325,808		301,955
Total stockholders' equity		317,477		297,927

	Three Months Ended September 30,				Nine Months Ended September 30,				
	2016			2015		2016		2015	
Cash Flow Data:									
Net cash provided by (used in):									
Operating activities	\$	18,826	\$	29,306	\$	92,863	\$	60,292	
Investing activities		(21,028)		(26,742)		(154,395)		(39,484)	
Capital expenditures		(8,027)		(6,569)		(28,377)		(18,115)	
Investments in new businesses		(13,001)		(20,499)		(126,018)		(32,562)	
Financing activities		5,812		6,377		58,808		(38,880)	
Distributions to non-controlling interests		(17,081)		(18,819)		(49,443)		(51,195)	

Th	ree Months En	September 30,		Nine Months End	led September 30,		
	2016		2015		2016		2015
	104		99		104		99
	93		88		93		88
	106,821		97,902		315,508		286,961
\$	2,646	\$	2,447	\$	2,661	\$	2,427
\$	44,748	\$	39,857	\$	129,205	\$	114,299
	15.8%		16.6%		15.4%		16.4%
\$	0.21	\$	0.02	\$	0.48	\$	0.06
\$	0.21	\$	0.02	\$	0.47	\$	0.06
	\$ \$ \$	2016 104 93 106,821 \$ 2,646 \$ 44,748 \$ 44,748 \$ 0.21	2016       104       93       106,821       \$       2,646       \$       44,748       15.8%       \$       \$	104 99   93 88   106,821 97,902   \$ 2,646 \$   44,748 \$ 39,857   15.8% 16.6%   \$ 0.21 \$	2016     2015       104     99       93     88       106,821     97,902       \$     2,646     \$     2,447     \$       \$     44,748     \$     39,857     \$       \$     0.21     \$     0.02     \$	2016     2015     2016       104     99     104       93     88     93       106,821     97,902     315,508       \$     2,646     \$     2,447     \$       \$     44,748     \$     39,857     \$     129,205       15.8%     16.6%     15.4%     \$     0.02     \$     0.48	2016     2015     2016       104     99     104       93     88     93       106,821     97,902     315,508       \$     2,646     \$     2,447     \$     2,661     \$       \$     44,748     \$     39,857     \$     129,205     \$       \$     0.21     \$     0.02     \$     0.48     \$

#### SURGERY PARTNERS, INC. Supplemental Information (Unaudited, in thousands, except cases and growth rates)

	Th	Three Months Ended September 30,				Nine Months Ended September 30				
		2016		2015		2016		2015		
Same-facility Information <sup>(2)</sup> :										
Cases		107,450		103,065		317,126		294,044		
Case growth		4.3%		N/A		7.8%		N/A		
Revenue per case	\$	2,617	\$	2,473	\$	2,569	\$	2,456		
Revenue per case growth		5.8%		N/A		4.6%		N/A		

<sup>(2)</sup> Same-facility revenue includes revenues from our consolidated and non-consolidated surgical facilities (excluding facilities acquired in new markets or divested during the current and prior periods) along with the revenues from our ancillary services comprised of a diagnostic laboratory, multi-specialty physician practices, urgent care facilities, anesthesia services, optical services and specialty pharmacy services that complement our surgical facilities in our existing markets.

	Th	Three Months Ended September 30,				ine Months En	led September 30,	
		2016		2015		2016		2015
Segment Revenues:								
Surgical facility services	\$	256,795	\$	219,631	\$	766,248	\$	643,900
Ancillary services		22,684		16,347		62,967		41,557
Optical services		3,203		3,621		10,222		11,112
Total revenues	\$	282,682	\$	239,599	\$	839,437	\$	696,569

During the second quarter of 2016, the Company reassessed its segment reporting and realigned the disclosures to reflect the review and decision making made by the Chief Operating Decision Maker ("CODM"). The purpose of these changes was to replace operating income with adjusted EBITDA as the primary profit/loss metric reviewed by the CODM in making key business decisions and on allocation of resources. The Company has revised the segment disclosures below to replace operating income with adjusted EBITDA and has provided a reconciliation from adjusted EBITDA back to net income in the reported condensed consolidated financial information. These changes had no effect on the Company's reportable segments, which are presented consistent with prior periods.

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	Thr	Three Months Ended September 30				ine Months End	led September 30,		
		2016		2015		2016		2015	
Segment Adjusted EBITDA:									
Surgical facility services	\$	53,347	\$	44,031	\$	153,318	\$	129,337	
Ancillary services		2,573		4,957		9,141		13,257	
Optical services		1,276		929		3,004		3,120	
Total segment adjusted EBITDA <sup>(3)</sup>	\$	57,196	\$	49,917	\$	165,463	\$	145,714	
General and administrative expenses	\$	(14,985)	\$	(11,236)	\$	(42,205)	\$	(34,944)	
Non-cash stock compensation expense		691		426		1,326		1,279	
Contingent acquisition compensation expense		1,530		—		3,060		—	
Management fee <sup>(4)</sup>		_		750		—		2,250	
Acquisition related costs		316		—		1,561		—	
Total adjusted EBITDA <sup>(3)</sup>	\$	44,748	\$	39,857	\$	129,205	\$	114,299	
Net income attributable to non-controlling interests	\$	16,672	\$	16,906	\$	54,392	\$	52,061	
Depreciation and amortization		(9,713)		(8,611)		(28,984)		(25,538)	
Interest and other expense, net		(26,475)		(26,573)		(74,863)		(78,507)	
Income tax benefit (expense)		1,694		(3,917)		(2,496)		(8,368)	
Non-cash stock compensation expense		(691)		(426)		(1,326)		(1,279)	
Contingent acquisition compensation expense		(1,530)		_		(3,060)		—	
Management fee <sup>(4)</sup>		_		(750)		—		(2,250)	
Merger transaction, integration and practice acquisition costs		(2,471)		(1,541)		(8,579)		(15,189)	
(Loss) gain on disposal or impairment of long-lived assets, net		(572)		(1,161)		(1,697)		1,522	
Tax receivable agreement expense		(3,733)				(3,733)		—	
Loss on debt extinguishment		(3,595)				(11,876)		_	
Total net income	\$	14,334	\$	13,784	\$	46,983	\$	36,751	

(3) The above table reconciles adjusted EBITDA by segment to net income as reflected in the unaudited condensed consolidated statements of operations.

When we use the term "Adjusted EBITDA," we are referring to net income minus (a) net income attributable to non-controlling interests plus (b) income tax (benefit) expense, (c) interest and other expense, net, (d) depreciation and amortization, (e) management fee, (f) merger transaction, integration and practice acquisition costs, (g) non-cash stock compensation expense, (h) loss on debt refinancing, (i) contingent acquisition compensation expense (j) tax receivable agreement expense and (k) (gain) loss on disposal of investments and long-lived assets. Non-controlling interests represent the interests of third parties, such as physicians, and in some cases, healthcare systems that own an interest in surgical facilities that we consolidate for financial reporting purposes. Our operating strategy is to apply a market-based approach in structuring our partnerships with individual market dynamics driving the structure. We believe that it is helpful to investors to present Adjusted EBITDA as defined above because it excludes the portion of net income attributable to these third-party interests and clarifies for investors our portion of Adjusted EBITDA generated by our surgical facilities and other operations.

We use Adjusted EBITDA as a measure of liquidity. We have included it because we believe that it provides investors with additional information about our ability to incur and service debt and make capital expenditures.

Adjusted EBITDA is not a measurement of financial performance or liquidity under GAAP. It should not be considered in isolation or as a substitute for net income, operating income, cash flows from operating, investing or financing activities, or any other measure calculated in accordance with generally accepted accounting principles. The items excluded from Adjusted EBITDA are significant components in understanding and evaluating financial performance and liquidity. Our calculation of Adjusted EBITDA may not be comparable to similarly titled measures reported by other companies.

(4) Fee payable pursuant the Management and Investment Advisory Services Agreement between the Company and Bayside Capital, Inc., which was terminated in connection with our IPO.

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#### SURGERY PARTNERS, INC. Reconciliation of Non-GAAP Financial Measures (Unaudited, Amounts in thousands except shares and per share amounts)

From time to time, the Company incurs certain non-recurring gains or losses that are normally nonoperational in nature and that it does not consider relevant in assessing its ongoing operating performance. When significant, Surgery Partners' management and Board of Directors typically exclude these gains or losses when evaluating the Company's operating performance and in certain instances when evaluating performance for incentive compensation purposes. Additionally, the Company believes that some investors and equity analysts exclude these or similar items when evaluating the Company's current or future operating performance and in making informed investment decisions regarding the Company. Accordingly, the Company provides adjusted net income per share attributable to Surgery Partners, Inc. stockholders as a supplement to its comparable GAAP measure of net income per share attributable to Surgery Partners, Inc. Adjusted net income per share attributable to Surgery Partners, Inc. stockholders are significant components in understanding and assessing financial performance. Adjusted net income per share attributable to Surgery Partners, Inc. stockholders as presented in isolation or as an alternative to net income per share attributable to Surgery Partners, Inc. stockholders as presented in the condensed consolidated financial statements.

The following table reconciles net income as reflected in the unaudited condensed consolidated statements of operations to adjusted net income used to calculate adjusted net income per share attributable to Surgery Partners, Inc. stockholders:

	Th	ree Months En	September 30,	Nine Months Ended September 30,					
		2016		2015		2016		2015	
Consolidated Statements of Operations Data:									
Net Income	\$	14,334	\$	13,784	\$	46,983	\$	36,751	
Less:									
Net income attributable to non-controlling interest		16,672		16,906		54,392		52,061	
Plus:									
Management fee <sup>(4)</sup>		—		750		—		2,250	
Merger transaction, integration and practice acquisition costs		2,471		1,541		8,579		15,189	
Non-cash stock compensation expense		691		426		1,326		1,279	
Contingent acquisition compensation expense		1,530		—		3,060		_	
Loss on debt refinancing		3,595		—		11,876		_	
Tax receivable agreement expense		3,733		—		3,733		_	
Loss (gain) on disposal of investment and long-lived assets		572		1,161		1,697		(1,522)	
Adjusted net income	\$	10,254	\$	756	\$	22,862	\$	1,886	
Adjusted net income per share									
Basic	\$	0.21	\$	0.02	\$	0.48	\$	0.06	
Diluted	\$	0.21	\$	0.02	\$	0.47	\$	0.06	
Weighted average common shares outstanding:									
Basic		48,019,652		32,054,089		48,018,706		32,054,089	
Diluted		48,329,783		33,871,990		48,197,585		33,859,482	

Contact

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