
**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): **March 28, 2019**

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.)

**310 Seven Springs Way, Suite 500
Brentwood, Tennessee 37027**
(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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On March 28, 2019, Surgery Center Holdings, Inc. (the “Issuer”), entered into a purchase agreement with Jefferies LLC as representative of certain initial purchasers, relating to the issuance and sale of \$430.0 million in aggregate principal amount of the Issuer’s 10.000% senior unsecured notes due 2027 (the “Notes Offering”). The net proceeds from the Notes Offering, together with the cash on the balance sheet, will be used to redeem all of the Issuer’s outstanding 8.875% senior unsecured notes due April 15, 2021 (the “2021 Notes”), to pay the redemption premium applicable to the 2021 Notes and accrued and unpaid interest on the 2021 Notes to, but not including, the date of redemption and to pay related fees and expenses in connection with the offering and the redemption of the 2021 Notes. The consummation of the Notes Offering is subject to market and other conditions.

On March 28, 2019, Surgery Partners, Inc. issued a press release announcing the pricing of the notes offering. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated March 28, 2019

SIGNATURES

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

Date: March 29, 2019

SURGERY PARTNERS, INC.

By: /s/ Thomas F. Cowhey

Name: Thomas F. Cowhey

Title: Executive Vice President and Chief Financial Officer

Surgery Partners, Inc. (NASDAQ:SGRY) (“Surgery Partners”) today announced that its wholly-owned subsidiary, Surgery Center Holdings, Inc. (the “Issuer”), priced \$430,000,000 aggregate principal amount of its 10.000% senior unsecured notes due 2027 (the “notes”) in a previously announced private offering exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). The offering is expected to close on April 11, 2019, subject to certain customary closing conditions. The notes will be guaranteed (the “guarantees”) on a senior unsecured basis by each domestic wholly owned subsidiary of Surgery Center Holdings, Inc. that guarantees Surgery Center Holdings, Inc.’s obligations under its senior secured credit facilities.

Surgery Partners intends to use the net proceeds from this offering, together with cash on the balance sheet, to redeem all of the Issuer’s outstanding 8.875% senior unsecured notes due April 15, 2021, to pay the accrued interest and the redemption premium for such notes and to pay related fees and expenses in connection with this offering and such redemption.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy securities, nor shall there be any offer, solicitation or sale in any jurisdiction in which, or to any person to whom, such offer, solicitation or sale would be unlawful. The notes and the guarantees are being offered and sold only to “qualified institutional buyers” in the United States pursuant to Rule 144A under the Securities Act, and to non-U.S. persons outside the United States in reliance on Regulation S under the Securities Act. The notes and the guarantees have not been, and will not be, registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

About Surgery Partners, Inc.

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 surgical services businesses in the country, with more than 150 locations in 29 states, including ambulatory surgical facilities, surgical hospitals, a diagnostic laboratory, multi-specialty physician practices and urgent care facilities.

Forward-Looking Statements

This press release contains forward-looking statements, including those regarding the expected closing of the notes offering and Surgery Partners’ intention to apply the net proceeds of the notes. These statements can be identified by the use of words such as “believes,” “anticipates,” “expects,” “intends,” “plans,” “continues,” “estimates,” “predicts,” “projects,” “forecasts,” and similar expressions. All forward looking statements are based on current expectations and beliefs as of the date of this release and are subject to risks, uncertainties and assumptions that could cause actual results or events to differ materially from those discussed in, or implied by, the forward-looking statements, including but not limited to, the risk that the proposed offering and related redemption is not consummated and the other risks identified in Item 1A under the

heading “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2018, filed on March 15, 2019. Except as required by law, neither Surgery Partners, nor the Issuer, undertakes any obligation to revise or update publicly any forward-looking statements to reflect events or circumstances after the date of this report, or to reflect the occurrence of unanticipated events or circumstances.

Investors:

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