
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

Surgery Partners, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	47-3620923 (I.R.S. Employer Identification No.)
310 Seven Springs Way, Suite 500 Brentwood, Tennessee (Address of Principal Executive Offices)	37027 (Zip Code)

Surgery Partners, Inc. 2015 Omnibus Incentive Plan
(Full title of the plan)

Jennifer B. Baldock
Executive Vice President and Chief Legal Officer
Surgery Partners, Inc.
310 Seven Springs Way, Suite 500
Brentwood, Tennessee 37027
(Name and address of agent for service)
Telephone: (615) 234-5900
(Telephone number, including area code, of agent for service)

Copy to:

James H. Nixon III
Waller Lansden Dortch & Davis, LLP
511 Union Street, Suite 2700
Nashville, Tennessee 37219
Telephone: (615) 244-6380

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$0.01 per share	3,500,000	\$6.48	\$22,680,000	\$2,748.82

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminable number of additional shares of common stock that may become issuable pursuant to terms designed to prevent dilution resulting from share splits, share dividends or similar events.
- (2) Solely for the purposes of calculating the registration fee, the proposed maximum offering price per share is calculated pursuant to Rule 457(c) and Rule 457(h) under the Securities Act on the basis of the average of the high and low sale prices for the shares of common stock reported on The Nasdaq Global Select Market on August 6, 2019.
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EXPLANATORY NOTE

This registration statement is being filed pursuant to General Instruction E to Form S-8 and relates to the registration of an additional 3,500,000 shares of common stock of Surgery Partners, Inc. (the “Registrant”) issuable pursuant to the Surgery Partners, Inc. 2015 Omnibus Incentive Plan, as amended. The contents of the Registrant’s registration statement on Form S-8 previously filed with the Securities and Exchange Commission (the “Commission”) on October 6, 2015 (Reg. No. 333-207298), including all exhibits filed therewith or incorporated therein by reference, are incorporated herein by reference and made a part hereof, except as the same may be modified by the information set forth herein.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Commission allows us to “incorporate by reference” information into this registration statement, which means that we can disclose important information to you by referring you to another document filed separately with the Commission. The following documents, which have been filed by the Registrant with the Commission, are incorporated in this registration statement by reference:

- (a) The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2018;
- (b) The Registrant’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2019 and June 30, 2019;
- (c) The Registrant’s Current Reports on Form 8-K filed with the Commission on February 12, 2019, March 25, 2019, March 29, 2019, April 12, 2019, May 31, 2019 and June 25, 2019 (other than information furnished pursuant to Item 2.02 or Item 7.01 of the Current Report on Form 8-K, unless expressly stated otherwise therein); and
- (d) The description of the Registrant’s common stock contained in the Registrant’s registration statement on Form 8-A, filed with the Commission pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on September 28, 2015 (File. No. 001-37576), including any amendments or reports filed for the purpose of updating such descriptions.

All reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this registration statement, but prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 8. Exhibits

Exhibit Number	Description
4.1	<u>Amended and Restated Certificate of Incorporation of Surgery Partners, Inc., dated October 30, 2017 (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed November 3, 2017).</u>
4.2	<u>Amended and Restated Bylaws of Surgery Partners, Inc., dated August 31, 2017 (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed September 1, 2017).</u>
5.1	<u>Opinion of Waller Lansden Dortch & Davis, LLP.</u>
23.1	<u>Consent of Deloitte & Touche LLP.</u>
23.2	<u>Consent of Ernst & Young LLP.</u>
23.3	<u>Consent of Waller Lansden Dortch & Davis, LLP (included in Exhibit 5.1).</u>
24	<u>Power of Attorney (included on signature page).</u>
99.1	<u>Surgery Partners, Inc. 2015 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-8 (File No. 333-207298) filed October 6, 2015).</u>
99.2	<u>First Amendment to the Surgery Partners, Inc. 2015 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed August 9, 2019).</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Brentwood, state of Tennessee, on August 12, 2019.

SURGERY PARTNERS, INC.

By: /s/ Wayne S. DeVeydt

Name: Wayne S. DeVeydt

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Wayne S. DeVeydt and Jennifer B. Baldock as his or her true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement on Form S-8 and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURES	TITLE	DATE
<u>/s/ Wayne S. DeVeydt</u> Wayne S. DeVeydt	Chief Executive Officer, Director (Principal Executive Officer)	August 12, 2019
<u>/s/ Thomas F. Cowhey</u> Thomas F. Cowhey	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	August 12, 2019
<u>/s/ T. Devin O'Reilly</u> T. Devin O'Reilly	Chairman, Director	August 12, 2019
<u>/s/ John A. Deane</u> John A. Deane	Director	August 12, 2019
<u>/s/ Teresa DeLuca, M.D.</u> Teresa DeLuca, M.D.	Director	August 12, 2019
<u>/s/ Brent Turner</u> Brent Turner	Director	August 12, 2019
<u>/s/ Andrew Kaplan</u> Andrew Kaplan	Director	August 12, 2019
<u>/s/ Clifford G. Adlerz</u> Clifford G. Adlerz	Director	August 12, 2019



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615.244.6380 main
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wallerlaw.com

August 12, 2019

Surgery Partners, Inc.
310 Seven Springs Way, Suite 500
Brentwood, Tennessee 37027

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Surgery Partners, Inc., a Delaware corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 to be filed by the Company under the Securities Act of 1933, as amended (the "Act"), on August 12, 2019 (the "Registration Statement") relating to the registration of an aggregate of 3,500,000 additional shares of the Company's common stock, par value \$0.01 per share (the "Shares"), for issuance by the Company pursuant to the Company's 2015 Omnibus Incentive Plan, as amended (the "Plan") as set forth in the Registration Statement.

In connection with this opinion, we have examined and relied upon such records, documents and other instruments as in our judgment are necessary or appropriate in order to express the opinions hereinafter set forth and have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as certified or photostatic copies.

Based upon the foregoing, we are of the opinion that the Shares, when issued in the manner and on the terms described in the Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Waller Lansden Dortch & Davis, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports relating to the consolidated financial statements of Surgery Partners, Inc. and subsidiaries and the effectiveness of Surgery Partners, Inc. and subsidiaries' internal control over financial reporting dated March 15, 2019, appearing in the Annual Report on Form 10-K of Surgery Partners, Inc. for the year ended December 31, 2018.

/s/ Deloitte & Touche LLP
Nashville, Tennessee
August 12, 2019

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Surgery Partners, Inc. 2015 Omnibus Incentive Plan of our report dated March 16, 2018 (except for the last paragraph of Note 1, as to which the date is March 15, 2019), with respect to the consolidated financial statements of Surgery Partners, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Nashville, Tennessee
August 12, 2019