

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).

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

1. Name and Address of Reporting Person* <u>DeVeydt Wayne S</u> (Last) (First) (Middle) C/O SURGERY PARTNERS, INC. 310 SEVEN SPRINGS WAY, SUITE 500 (Street) BRENTWOOD TN 37027 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Surgery Partners, Inc. [SGRY]</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>12/16/2018</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			

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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$12.9	12/16/2018		D			200,000 ⁽²⁾	(1)	01/04/2028	Common Stock	200,000	(2)	500,000 ⁽²⁾	D	
Stock Appreciation Right	\$12.9	12/16/2018		A		200,000		(3)	01/04/2028	Common Stock	200,000	\$0	200,000	D	

Explanation of Responses:

- Fifty percent of the options will vest in five equal annual installments on each of the first five anniversaries of January 4, 2018 (the "time condition"). Twenty-five percent of the options will vest based on satisfaction of the time condition and the achievement of an average closing price per share of the Issuer's Common Stock of \$25.00 over a period of sixty consecutive trading days. The remaining twenty-five percent of the options will vest based on satisfaction of the time condition and the achievement of an average closing price per share of the Issuer's Common Stock of \$35.00 over a period of sixty consecutive trading days.
- This option was granted to the Reporting Person on January 4, 2018 for a total of 700,000 shares of Common Stock. On December 16, 2018 the Issuer canceled a portion of this award, representing 200,000 shares of Common Stock, reducing the amount of the option to 500,000 shares of Common Stock. In exchange for such cancellation, on the same date the Issuer granted to the Reporting Person the stock appreciation rights reported herein.
- Fifty percent of the stock appreciation rights will vest in five equal annual installments on each of the first five anniversaries of January 4, 2018 (the "time condition"). Twenty-five percent of the stock appreciation rights will vest based on satisfaction of the time condition and the achievement of an average closing price per share of the Issuer's Common Stock of \$25.00 over a period of sixty consecutive trading days. The remaining twenty-five percent of the stock appreciation rights will vest based on satisfaction of the time condition and the achievement of an average closing price per share of the Issuer's Common Stock of \$35.00 over a period of sixty consecutive trading days.

Remarks:

/s/ Jennifer Baldock, Attorney-in-Fact 12/18/2018

** 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.