

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>H.I.G. Surgery Centers, LLC</u>  (Last) (First) (Middle) <u>C/O H.I.G. CAPITAL</u> <u>1450 BRICKELL AVENUE, 31ST FLOOR</u>  (Street) <u>MIAMI FL 33131</u>  (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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/31/2017</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	08/31/2017		s		26,455,651	D	\$19	0	D <sup>(1)</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)		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	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
H.I.G. Surgery Centers, LLC  
 (Last) (First) (Middle)  
C/O H.I.G. CAPITAL  
1450 BRICKELL AVENUE, 31ST FLOOR  
 (Street)  
MIAMI FL 33131  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
HIG GP II INC  
 (Last) (First) (Middle)  
C/O H.I.G. CAPITAL  
1450 BRICKELL AVENUE, 31ST FLOOR  
 (Street)  
MIAMI FL 33131  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
MNAYMNEH SAMI  
 (Last) (First) (Middle)  
C/O H.I.G. CAPITAL

1450 BRICKELL AVENUE, 31ST FLOOR

(Street)  
MIAMI FL 33131

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

TAMER ANTHONY

(Last) (First) (Middle)

C/O H.I.G. CAPITAL  
1450 BRICKELL AVENUE, 31ST FLOOR

(Street)  
MIAMI FL 33131

(City) (State) (Zip)

**Explanation of Responses:**

1. The Common Stock directly beneficially owned by H.I.G. Surgery Centers, LLC may be deemed to be indirectly beneficially owned by H.I.G.-GP II, Inc., Sami W. Mnaymneh and Anthony A. Tamer. H.I.G.-GP II, Inc. is the manager of H.I.G. Surgery Centers, LLC, and Messrs. Mnaymneh and Tamer are co-presidents, directors and the sole shareholders of H.I.G.-GP II, Inc. Each of the Reporting Persons has shared voting and dispositive power over these securities, however each of them disclaims beneficial ownership of such securities except to the extent of their respective pecuniary interests therein.

**Remarks:**

H.I.G. Surgery Centers, LLC  
by H.I.G.-GP II, Inc. its  
manager, by: /s/ Richard H. Siegel, Vice President and  
General Counsel 09/05/2017  
H.I.G.-GP II, Inc. by: /s/  
Richard H. Siegel, Vice 09/05/2017  
President and General Counsel  
Sami W. Mnaymneh by: /s/  
Richard H. Siegel, Attorney-in- 09/05/2017  
Fact  
Anthony A. Tamer by: /s/  
Richard H. Siegel, Attorney-in- 09/05/2017  
Fact

\*\* 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.