FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OIVIB A	PPROVAL
OMB Number:	3235-028

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

37 Estimated average burden 0.5 hours per response

2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person' (Check all applicable) Surgery Partners, Inc. [SGRY] **Evans Jason Eric** Director Officer (give title Other (specify X below) below) 3. Date of Earliest Transaction (Month/Day/Year) (Last) (First) (Middle) **EVP & Chief Operating Officer** 04/01/2019 C/O SURGERY PARTNERS, INC. 310 SEVEN SPRINGS WAY, SUITE 500 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) X Form filed by One Reporting Person BRENTWOOD TN 37027 Form filed by More than One Reporting (City) (State) (Qip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 2A. Deemed Execution Date, 7. Nature of 5. Amount of 6. Ownership ు. Transaction Form: Direct Indirect (Month/Day/Year) if any (Month/Day/Year) Code (Instr. Beneficially (D) or Indirect Beneficial (I) (Instr. 4) 8) Owned Following Ownership Reported (Instr. 4) Transaction(s) (Instr. 3 and 4) Price Code 86,655(1) Common Stock 04/01/2019 Α \$0 86,655 Α D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date 1. Title of Derivative 3A. Deemed Execution Date, 5. Number of Derivative 6. Date Exercisable and Expiration Date 7. Title and Amount of Securities 8. Price of Derivative 9. Number of derivative 11. Nature of Indirect 10. Ownership Conversion Trans (Month/Day/Year) Security or Exercise (Month/Day/Year) if any Code (Instr. Securities Underlying Security Securities Form: Beneficial Derivative Sec (Instr. 3 and 4) Acquired (A) or Disposed (Instr. 3) (Month/Day/Year) 8) (Instr. 5) Beneficially Direct (D) Ownership (Instr. 4) Derivative Owned or Indirect of (D) (Instr. 3, 4 and 5) Security Following (I) (Instr. 4) Reported Transaction(s) Amount (Instr. 4)

Explanation of Responses:

\$11.54

- 1. Shares will vest in three equal annual installments on each of the first three anniversaries of April 1, 2019.
- 2. One-third (1/3) of the options will vest in three equal installments on each of December 31, 2020, December 31, 2021, and December 31, 2022, generally contingent upon continued employment through each applicable vesting date (the "time condition"). One-third (1/3) of the options will vest based on satisfaction of the time condition and the achievement of a closing price per share of the Issuer's Common Stock of \$25.00 over a period of sixty consecutive trading days. The remaining one-third (1/3) of the options will vest based on satisfaction of the time condition and the achievement of a closing price per share of the Issuer's Common Stock of \$35.00 over a period of sixty consecutive trading days.

Date

Exercisable

(2)

(D)

Expiration

04/01/2029

Title

Stock

Date

Remarks:

Stock Option

Buv)

(Right to

/s/ Jennifer Baldock, Attorney-

Number

of Shares

500,000

\$0

in-Fact

** Signature of Reporting Person

Date

04/03/2019

500,000

D

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).

04/01/2019

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Code ν

Α

(A)

500,000

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.