SEC Form 4

FORM 4

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

OMB APPROVAL

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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 Ad HENDRIX	dress of Reporting F	Person*		Issuer Name and Tio <u>urgery Partner</u>				elationship of Repor ck all applicable) Director	0) to Issuer % Owner	
(Last) 200 CLAREN	(First) NDON STREET	(Middle)		Date of Earliest Tran /23/2022	saction (Mon	th/Day/Year)		Officer (give titl below)		her (specify low)	
(Street) BOSTON (City)	MA (State)	02116 (Zip)	4.	lf Amendment, Date	of Original Fil	ed (Month/Da <u>y</u>	Line	ndividual or Joint/Group Filing (Check Applicable 2) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
		Table I - N	on-Derivative	e Securities Ac	quired, Di	sposed of,	, or Be	neficial	ly Owned		
Date			2. Transaction Date (Month/Day/Year	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownershij Form: Direct (D) or Indirec (I) (Instr. 4)	Indirect

			Coue	Ľ	Amount	(D)	FILLE	(Instr. 3 and 4)		
Common Stock	11/23/2022		A ⁽¹⁾		9,183,673	A	\$24.5	58,248,249	Ι	See footnote ⁽²⁾
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. Transa Code (8)		of Deriv Secu Acqu (A) of Dispo of (D) (Instr	Derivative (Month/Day/Year) Securities Acquired A) or Disposed		ate	7. Titl Amou Secur Unde Deriv Secur 3 and	int of rities rlying ative rity (Instr.	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				

Explanation of Responses:

1. On November 21, 2022, Bain Capital Fund XI, L.P. ("Fund XI") entered into a stock purchase agreement with the Issuer pursuant to which the Issuer agreed to issue and sell 9,183,673 shares of Common Stock to Fund XI at a price of \$24,50 per share, for an aggregate purchase price of \$224,999,988.50 (the "Private Placement"). The closing of the Private Placement was contingent on the closing of the Issuer's concurrent underwritten offering, which closed on November 23, 2022. The Private Placement is expected to close within 30 days of the date hereof, subject to the satisfaction of customary closing conditions.

2. Represents shares of Common Stock held by BCPE Seminole Holdings LP ("BCPE Seminole") and Fund XI. Bain Capital Investors, LLC ("BCI") is the (i) sole member of BCPE Seminole GP LLC, which is the general partner of BCPE Seminole, and (ii) general partner of Bain Capital Partners XI, L.P., which is the general partner of Fund XI. Blair Hendrix is a Managing Director of BCI. By virtue of the relationships described in this footnote, Mr. Hendrix may be deemed to share voting and dispositive power with respect to the securities held by BCPE Seminole and Fund XI. Mr. Hendrix disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Remarks:

/s/ Blair Hendrix

** Signature of Reporting Person

<u>11/23/2022</u> 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.

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