

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>O'Reilly T. Devin</u> (Last) (First) (Middle) 200 CLARENDON STREET (Street) BOSTON MA 02116 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/19/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	12/19/2023		S		7,826,870	D	\$33.44	50,421,379	I	See footnotes ⁽¹⁾⁽²⁾
Common Stock	12/19/2023		J ⁽³⁾		474,407	D	\$0.00	49,946,972	I	See footnotes ⁽¹⁾⁽²⁾
Common Stock	12/19/2023		G ⁽⁴⁾		3,605	D	\$0.00	0	D	

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					

Explanation of Responses:

- Represents shares of Common Stock held directly by BCPE Seminole Holdings LP ("BCPE Seminole"), BCPE Seminole Holdings II Intermediate LP ("BCPE Seminole II"), BCPE Seminole Holdings III, L.P. ("BCPE Seminole III") and BCPE Seminole Holdings IV, L.P. ("BCPE Seminole IV" and, together with BCPE Seminole, BCPE Seminole II and BCPE Seminole III, the "Bain Capital Entities").
- Bain Capital Investors, LLC ("BCI") is the sole member of (i) BCPE Seminole GP LLC, which is the general partner of BCPE Seminole and BCPE Seminole IV, (ii) BCPE Seminole GP II LLC, which is the general partner of BCPE Seminole II, and (iii) BCPE Seminole GP III LLC, which is the general partner of BCPE Seminole III. Mr. O'Reilly is a Partner of BCI. By virtue of the relationships described in these footnotes, Mr. O'Reilly may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by the Bain Capital Entities. Mr. O'Reilly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- On December 19, 2023, BCPE Seminole distributed 474,407 shares of Common Stock to one or more members or partners, including 3,605 shares of Common Stock to Mr. O'Reilly in connection with certain charitable gifts made by such members or partners or their direct or indirect owners, including Mr. O'Reilly.
- Mr. O'Reilly made a charitable gift of all 3,605 shares of Common Stock that he received in connection with the distribution described in footnote 3 above.

Remarks:

/s/ Devin O'Reilly 12/21/2023
 ** 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.