

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>BAIN CAPITAL INVESTORS LLC</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) 11/23/2022	
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			
Common Stock	11/23/2022		A ⁽¹⁾		9,183,673	A	\$24.5	58,248,249	I	See footnotes ⁽²⁾⁽³⁾

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)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
BAIN CAPITAL INVESTORS LLC
 (Last) (First) (Middle)
 200 CLARENDON STREET
 (Street)
 BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BCPE Seminole GP LLC
 (Last) (First) (Middle)
 200 CLARENDON STREET
 (Street)
 BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BCPE Seminole Holdings LP
 (Last) (First) (Middle)
 200 CLARENDON STREET
 (Street)
 BOSTON MA 02116
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Bain Capital Partners XI, L.P.		
(Last)	(First)	(Middle)
200 CLARENDON STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Bain Capital Fund XI, L.P.		
(Last)	(First)	(Middle)
200 CLARENDON STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)

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 49,064,576 shares of Common Stock held by BCPE Seminole Holdings LP ("BCPE Seminole") and 9,183,673 shares of Common Stock held by Fund XI, after giving effect to the closing of the Private Placement.

3. Bain Capital Investors, LLC ("BCI") is (i) the sole member of BCPE Seminole GP LLC ("BCPE Seminole GP"), which is the general partner of BCPE Seminole and (ii) the general partner of Bain Capital Partners XI, L.P. ("Partners XI"), which is the general partner of Fund XI. As a result, BCPE Seminole GP and Partners XI may be deemed to share voting and dispositive power with respect to the securities held by BCPE Seminole and Fund XI, respectively, and BCI may be deemed to share voting and dispositive power with respect to the securities held by both BCPE Seminole and Fund XI. Each of BCI, BCPE Seminole GP and Partners XI disclaims beneficial ownership of such securities except to the extent of their pecuniary interest therein.

Remarks:

[Bain Capital Investors, LLC](#),
By: [/s/ Devin O'Reilly](#), Title: [11/23/2022](#)
[Managing Director](#)

[BCPE Seminole GP LLC](#), By:
[Bain Capital Investors, LLC](#),
its sole member, By: [/s/ Devin](#) [11/23/2022](#)
[O'Reilly](#), Title: [Managing](#)
[Director](#)

[BCPE Seminole Holdings LP](#),
By: [BCPE Seminole GP LLC](#),
its general partner, By: [Bain](#)
[Capital Investors, LLC](#), its [11/23/2022](#)
sole member, By: [/s/ Devin](#)
[O'Reilly](#), Title: [Managing](#)
[Director](#)

[Bain Capital Partners XI, L.P.](#),
By: [Bain Capital Investors](#),
[LLC](#), its general partner, By: [11/23/2022](#)
[/s/ Devin O'Reilly](#), Title:
[Managing Director](#)

[Bain Capital Fund XI, L.P.](#),
By: [Bain Capital Partners XI](#),
[L.P.](#), its general partner, By:
[Bain Capital Investors, LLC](#), [11/23/2022](#)
its general partner, By: [/s/](#)
[Devin O'Reilly](#), Title:
[Managing Director](#)

** 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.