

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 22, 2022**

**Surgery Partners, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-37576**  
(Commission  
File Number)

**47-3620923**  
(IRS Employer  
Identification No.)

**340 Seven Springs Way, Suite 600  
Brentwood, Tennessee 37027**  
(Address of Principal Executive Offices) (Zip Code)

**(615) 234-5900**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(Former Name or Former Address, If Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	SGRY	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 3.02 Unregistered Sales of Equity Securities.**

On December 22, 2022, Surgery Partners, Inc. (the “Company”) completed the previously announced private placement (the “Private Placement”) of \$225 million of its common stock, \$0.01 par value per share, to certain affiliates of Bain Capital, its controlling shareholder. At the closing, the Company issued 9,183,673 shares (the “Shares”) of the Company’s common stock at a price per share of \$24.50, which was the price to the public set in connection with the Company’s previously announced public offering on November 21, 2022.

**Item 8.01 Other Events**

In connection with the Private Placement, the Company and certain affiliates of Bain Capital entered into an amendment and joinder (the “Amendment”) to that certain Amended and Restated Registration Rights Agreement, dated August 31, 2017, by and among the Company, certain affiliates of Bain Capital and certain stockholders of the Company party thereto (the “Registration Rights Agreement”).

Pursuant to the Amendment, the Company has agreed to file a registration statement for a public offering of the Shares upon the request of Bain Capital and certain of its affiliates, and to use commercially reasonable efforts to effect the registration under the Securities Act of 1933, as amended of the offering of the Shares. The other terms of the Registration Rights Agreement were unchanged.

The above description of the Amendment is qualified in its entirety by reference to the Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">10.1</a>	<a href="#">Amendment and Joinder to Amended and Restated Registration Rights Agreement, dated December 22, 2022, by and among Surgery Partners, Inc. and certain stockholders party thereto.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 22, 2022

**Surgery Partners, Inc.**

By: /s/ David T. Doherty

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Name: David T. Doherty

Title: Executive Vice President and Chief Financial Officer

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AMENDMENT AND JOINDER TO  
AMENDED AND RESTATED REGISTRATION RIGHTS AGREEMENT

THIS AMENDMENT AND JOINDER TO AMENDED AND RESTATED REGISTRATION RIGHTS AGREEMENT (this “Amendment”), effective as of December 22, 2022 is made by and among Surgery Partners, Inc., a Delaware corporation (the “Company”), BCPE Seminole Holdings LP, a Delaware limited partnership (“Bain”), BCPE Seminole Holdings III, L.P., a Cayman Islands limited partnership (“Holdings III”) and BCPE Seminole Holdings IV, L.P., a Cayman Islands limited partnership (“Holdings IV”) (each, individually, a “Party” and together, the “Parties”).

RECITALS

WHEREAS, the Company, Bain and certain stockholders of the Company entered into that certain Amended and Restated Registration Rights Agreement, dated August 31, 2017 (as amended from time to time, the “Agreement”);

WHEREAS, the Company and Bain Capital Fund XI, L.P., a Cayman Islands limited partnership, entered into that certain Stock Purchase Agreement, dated November 21, 2022, pursuant to which Holdings III and Holdings IV purchased shares of Common Stock, par value \$0.01 per share, of the Company; and

WHEREAS, the Company and Bain desire to amend the Agreement as set forth herein pursuant to Section 5.2 of the Agreement.

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual promises contained in this Amendment, and other good and valuable consideration, and intending to be legally bound thereby, the Parties hereby agree as follows:

1. Amendment.

a. The definition of “Registrable Shares” or “Registrable Securities” in Section 6.2 of the Agreement is hereby amended to add the double-underlined text (indicated textually in the same manner as the following example: double-underlined text) as follows:

““Registrable Shares” or “Registrable Securities” shall mean: (i) any shares of Common Stock issued through the exchange of units in Surgery Center Holdings, LLC in the Reorganization in connection with the IPO; (ii) any shares of Common Stock (including shares of Common Stock issued or issuable in respect of the Preferred Stock) or Preferred Stock acquired or issued pursuant to the 2022 Stock Purchase Agreement, the Stock Purchase Agreement or the Securities Purchase Agreement or held or acquired by or Transferred or issued to any Bain Party on or after the date of this Agreement; and (iii) any Common Stock or Preferred Stock issued or issuable with respect to the securities referred to in clauses (i) or (ii) above by way of conversion, dividend, distribution, split or combination of securities, or any recapitalization, merger, consolidation or other reorganization; provided, however, that shares of Common Stock which are Registrable Shares shall cease to be Registrable Shares (a) upon any sale pursuant to a Registration Statement, Section 4(a)(1) of the Securities Act or Rule 144, or (b) at such time as such securities may be distributed without volume limitation or other restrictions on transfer under Rule 144 (including without application of paragraphs (c), (e) (f) and (h) of Rule 144). Notwithstanding the foregoing, any Registrable Shares transferred by a Bain Party to a Permitted Registration Rights Assignee shall continue to be Registrable Shares in the hands of such Permitted Registration Rights Assignee.”

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b. Section 6.2 of the Agreement is hereby amended to add the definition of “2022 Stock Purchase Agreement” in appropriate alphabetical order as follows:

““2022 Stock Purchase Agreement” shall mean that certain Stock Purchase Agreement, dated November 21, 2022, by and between the Company and Bain Capital Fund XI, L.P., a Cayman Islands limited partnership.”

2. Joinder. Each of Holdings III and Holdings IV shall be bound by, and shall be a party to, the Agreement as a Stockholder and a Bain Party as of the date hereof in the same manner as if it were an original party to the Agreement.

3. Ratification of Binding Provisions. All other paragraphs, provisions, and clauses in the Agreement not modified by this Amendment shall remain in full force and effect as originally written.

4. Electronic Delivery; Counterparts. This Amendment, to the extent signed and delivered by electronic transmission showing the signature of a Party, shall be treated in all manner and respects as an original agreement or instrument and shall be considered to have the same binding legal effect as if it were the original signed version thereof delivered in person by such Party. At the request of any Party hereto, each other Party hereto shall re-execute original forms thereof and deliver them to all other Parties. No Party hereto shall raise the use of electronic transmission to deliver a signature or the fact that any signature or agreement or instrument was transmitted or communicated through electronic means as a defense to the formation or enforceability of a contract and each such Party forever waives any such defense. This Amendment may be executed simultaneously in two or more counterparts, any one of which need not contain the signatures of more than one Party, but all such counterparts taken together shall constitute one and the same agreement.

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IN WITNESS WHEREOF, the Parties have executed this Amendment effective as of the date first written above.

**SURGERY PARTNERS, INC.**

By: /s/ David T. Doherty

Name: David T. Doherty

Title: Executive Vice President and Chief Financial Officer

**BCPE SEMINOLE HOLDINGS LP**

By: /s/ Devin O'Reilly

Name: Devin O'Reilly

Title: Vice President

**BCPE SEMINOLE HOLDINGS III, L.P.**

By: /s/ Devin O'Reilly

Name: Devin O'Reilly

Title: Vice President

**BCPE SEMINOLE HOLDINGS IV, L.P.**

By: /s/ Devin O'Reilly

Name: Devin O'Reilly

Title: Vice President

*Signature Page to Amendment and Joinder to Amended and Restated Registration Rights Agreement*

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