

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

---

**SCHEDULE 13D**  
(Rule 13d-101)

**Information to be Included in Statements Filed Pursuant  
to § 240.13d-1(a) and Amendments Thereto Filed  
Pursuant to § 240.13d-2(a)**

**Under the Securities Exchange Act of 1934  
(Amendment No. 3)**

---

**Surgery Partners, Inc.**  
(Name of Issuer)

**Common Stock, \$0.01  
par value per share**  
(Title of Class of Securities)

**86881A 100**  
(CUSIP Number)

**Bain Capital Investors, LLC**  
**200 Clarendon Street**  
**Boston, MA 02116**  
**617-516-2000**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**May 17, 2021**  
(Date of Event Which Requires Filing of This Statement)

---

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

---

**Note.** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

---

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended ("Act"), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---

1	Names of reporting persons BCPE Seminole Holdings LP	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC use only	
4	Source of funds AF – Affiliate (of reporting person)	
5	Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization Delaware	
Number of shares beneficially owned by each reporting person with:	7	Sole voting power 0
	8	Shared voting power 49,064,576 Shares
	9	Sole dispositive power 0
	10	Shared dispositive power 49,064,576 Shares
11	Aggregate amount beneficially owned by each reporting person 49,064,576 Shares	
12	Check if the aggregate amount in Row (11) excludes certain shares <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 59.5%	
14	Type of reporting person PN	

This Amendment No. 3 relates to the shares of common stock, \$0.01 par value per share (the “Common Stock”), of Surgery Partners, Inc., a Delaware corporation (the “Issuer”), and amends the initial statement on Schedule 13D filed by BCPE Seminole Holdings LP on September 8, 2019, as amended by Amendment No. 1 filed on December 15, 2017 and Amendment No. 2 filed on February 12, 2021 (the “Initial Statement” and, as further amended by this Amendment No. 3, the “Statement”). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Initial Statement and unless amended and restated hereby, all information in the Initial Statement remains in effect, as supplemented hereby.

## **Item 2. Identity and Background**

Sections (a) and (b) of Item 2 of the Initial Statement are hereby amended and restated as follows:

(a), (b) This statement is being filed by BCPE Seminole Holdings LP, a Delaware limited partnership (the “Reporting Person”).

BCPE Seminole GP LLC, a Delaware limited liability company (“Seminole GP”), is the general partner of the Reporting Person. Bain Capital Investors, LLC (“BCI,” and collectively with the Reporting Person and Seminole GP, the “Bain Capital Entities”), is the sole member of Seminole GP. As a result, BCI may be deemed to share voting and dispositive power with respect to the securities held by the Reporting Person. Voting and investment decisions with respect to securities held by the Reporting Person are made by the managing directors of BCI.

The principal business address for each of the Bain Capital Entities is c/o Bain Capital Private Equity, LP, 200 Clarendon Street, Boston, Massachusetts 02116.

## **Item 5. Interest in Securities of the Issuer**

Item 5 of the Initial Statement is hereby amended and restated as follows:

The information set forth in or incorporated by reference in Items 2, 3 and 4 and on the cover pages of this Statement is incorporated by reference in its entirety into this Item 5.

(a), (b) As of the date hereof, the Reporting Person beneficially owns 49,064,576 shares of Common Stock, representing approximately 59.5% of the issued and outstanding shares of Common Stock.

Ownership percentages set forth in this Statement are based upon (i) a total of 59,890,985 shares of Common Stock issued and outstanding as of April 28, 2021, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2021, filed with the Securities and Exchange Commission on May 5, 2021 and (ii) 22,608,925 shares of Common Stock issued by the Issuer on May 17, 2021 upon the conversion of 310,000 shares of Series A Preferred Stock.

- (c) On May 17, 2021, all 310,000 shares of Series A Preferred Stock held by the Reporting Person converted into 22,608,925 shares of Common Stock following the Issuer's exercise of its optional conversion right pursuant to the terms of the Series A Preferred COD.
- (d) Except as stated within this Item 5, to the knowledge of the Reporting Person, only the Reporting Person has the right to receive, or the power to direct the receipt of, dividends from, or proceeds from the sale of, any of the shares of Common Stock beneficially owned by the Reporting Person as described in this Item 5.
- (e) Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 19, 2021

**BCPE Seminole Holdings LP**

By: BCPE Seminole GP LLC,  
its general partner

By: Bain Capital Investors, LLC,  
its sole member

By: /s/ T. Devin O'Reilly  
Name: T. Devin O'Reilly  
Title: Managing Director