
**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): September 14, 2026

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)

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 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 2.01 Completion of Acquisition or Disposition of Assets.

On September 14, 2026, Surgery Partners, Inc. (the "Company"), through certain of its subsidiaries, completed the disposition of Mountain View Hospital, LLC ("MVH") and Idaho Falls Community Hospital, LLC ("IFCH") (collectively, the "Disposed Business"), to Intermountain Health.

As previously disclosed in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on July 24, 2026, the Company and Intermountain Health entered into an escrow arrangement with respect to two Securities Purchase Agreements (the "Agreements") dated July 21, 2026. Following satisfaction of the conditions to release from escrow, including receipt of the required physician approvals, the Purchase Agreements became effective and the transaction closed on September 14, 2026.

The Disposed Business consisted of the Company's hospital operations comprising Mountain View Hospital, Idaho Falls Community Hospital, and associated subsidiaries, including substantially all assets and certain liabilities associated with such operations.

The Company received aggregate consideration of approximately \$796.6 million, consisting of consideration for the Disposed Business and termination of the Company's management agreement with MVH. Total consideration is subject to further adjustments for closing cash and indebtedness, transaction expenses, as well as customary post-closing adjustments. The Company intends to use the proceeds primarily to pay down debt.

Additional information regarding the disposition will be included in the financial statements and pro forma financial information filed pursuant to Item 9.01 of this Current Report on Form 8-K. On September 17, 2026, the Company issued a press release announcing the close of the disposition. See the press release attached as Exhibit 99.2.

Item 9.01. Financial Statements and Exhibits.

(b) Pro Forma Financial Information

The unaudited pro forma condensed consolidated financial statements of the Company give effect to the disposition of the Disposed Business (the "Transaction") and have been derived from the Company's historical consolidated financial statements. The unaudited pro forma condensed consolidated balance sheet as of June 30, 2026 reflects the Company's financial position as if the Transaction had occurred on June 30, 2026 ("Pro Forma Balance Sheet"). The unaudited pro forma condensed consolidated statements of operations for the six months ended June 30, 2026 and year ended December 31, 2025 reflect the Company's results as if the Transaction had occurred as of January 1, 2025 for all periods presented ("Pro Forma Statements of Operations"). The Pro Forma Balance Sheet and the Pro Forma Statements of Operations are both filed herewith as Exhibit 99.1, and are incorporated herein by reference.

The unaudited pro forma condensed consolidated financial statements included in this Current Report on Form 8-K have been prepared for illustrative and informational purposes only and are subject to assumptions and adjustments, which management believes to be reasonable, given the information available on the date hereof. It is subject to other uncertainties and does not purport to reflect what the Surgery Partners, Inc's actual results of operations or financial condition or this pro forma financial information would have been had the Transaction been completed on the dates assumed for purposes of such pro forma financial information or to be indicative of the Surgery Partners, Inc's financial condition, results of operations or metrics as of or for any future date or period. This Current Report on Form 8-K does not modify or update the consolidated financial statements of Surgery Partners, Inc's included in Surgery Partners, Inc's Annual Report on Form 10-K for the year ended December 31, 2025, as filed with the SEC on March 2, 2026, and the Company's Quarterly Report on Form 10-Q for the six months ended June 30, 2026, as filed with the SEC on August 10, 2026.

(d) Exhibits:

99.1	Unaudited pro forma condensed consolidated financial statements of Surgery Partners, Inc. as of June 30, 2026, for the six months ended June 30, 2026 and for the year ended December 31, 2025.
99.2	Press release dated September 17, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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.

SURGERY PARTNERS, INC.

Date: September 17, 2026

By: /s/ David T. Doherty

David T. Doherty

Executive Vice President and Chief Financial Officer



SURGERY PARTNERS, INC.

Unaudited Pro Forma Condensed Consolidated Financial Statements

On September 14, 2026, Surgery Partners, Inc. (the "Company"), through certain of its subsidiaries, entered into two Securities Purchase Agreements (the "Agreements") to sell its ownership interests in Mountain View Hospital, LLC ("MVH") and Idaho Falls Community Hospital, LLC ("IFCH") to Intermountain Health ("Buyer"). The Agreements provide that, subject to the satisfaction or waiver of certain conditions, the Buyer will acquire from the Company the equity interests in MVH, IFCH, and associated subsidiaries (collectively, the "Disposed Business") for aggregate cash consideration of approximately \$796.6 million (the "Transaction"), subject to further adjustments for closing cash and indebtedness, transaction expenses, as well as customary post-closing adjustments.

The unaudited pro forma condensed consolidated financial statements of the Company give effect to the disposition of the Disposed Business (the "Transaction") and have been derived from the Company's historical consolidated financial statements. The unaudited pro forma condensed consolidated balance sheet as of June 30, 2026 reflects the Company's financial position as if the Transaction had occurred on June 30, 2026. The unaudited pro forma condensed consolidated statements of operations for the six months ended June 30, 2026 and year ended December 31, 2025 reflect the Company's results as if the Transaction had occurred as of January 1, 2025 for all periods presented.

The unaudited pro forma condensed consolidated financial statements have been prepared based upon the best available information and management estimates and are subject to assumptions and adjustments described below and in the accompanying notes to those financial statements. Management believes these assumptions and adjustments are reasonable, given the information available at the filing date. The unaudited pro forma condensed consolidated financial statements have been prepared in accordance with Regulation S-X Article 11. They are not intended to be a complete presentation of the Company's financial position or results of operations had the Transaction occurred as of and for the periods indicated. In addition, the unaudited pro forma condensed consolidated financial statements are provided for illustrative and informational purposes only and are not necessarily indicative of the Company's future results of operations or financial condition had the Transaction been completed on the dates assumed. The actual financial position and results of operations may differ significantly from the pro forma amounts reflected herein due to a variety of factors. The unaudited pro forma condensed consolidated financial statements should be read in conjunction with our historical consolidated financial statements and accompanying notes, specifically in the Company's Annual Report on Form 10-K for the year ended December 31, 2025, as filed with the Securities and Exchange Commission (the "SEC") on March 2, 2026, and the Company's Quarterly Report on Form 10-Q for the six months ended June 30, 2026, as filed with the SEC on August 10, 2026.

SURGERY PARTNERS, INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
(Dollars in millions, except per share amounts, shares in thousands)
(Unaudited)

As of June 30, 2026

	Historical Surgery Partners (as reported)	Transaction Accounting Adjustments	Pro Forma
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 216.7	\$ 492.1 (a)	\$ 708.8
Accounts receivable	616.6	(150.1) (b)	466.5
Inventories	98.8	(24.1) (b)	74.7
Other current assets	193.9	(22.3) (b)	171.6
Total current assets	1,126.0	295.6	1,421.6
Property and equipment, net	1,122.7	(284.2) (b)	838.5
Goodwill and intangible assets, net	5,242.1	(596.7) (b)	4,645.4
Investments in and advances to affiliates	226.9	(1.7) (b)	225.2
Right-of-use operating lease assets	278.5	(38.1) (b)	240.4
Other long-term assets	53.5	(18.0) (b)	35.5
Total assets	\$ 8,049.7	\$ (643.1)	\$ 7,406.6
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities:			
Accounts payable	\$ 175.2	\$ (42.3) (b)	\$ 132.9
Other current liabilities	300.4	(46.7) (b)	253.7
Current maturities of long-term debt	102.9	(32.5) (b)	70.4
Total current liabilities	578.5	(121.5)	457.0
Long-term debt, less current maturities	3,648.3	(317.2) (b)	3,331.1
Right-of-use operating lease liabilities	266.3	(34.9) (b)	231.4
Other long-term liabilities	88.2	(7.7) (b)(d)	80.5
Non-controlling interests—redeemable	366.7	—	366.7
Stockholders' equity:			
Preferred stock, \$0.01 par value; shares authorized - 20,310,000; shares issued or outstanding - none	—	—	—
Common stock, \$0.01 par value; shares authorized - 300,000,000; shares issued and outstanding - 130,797,216	1.3	—	1.3
Additional paid-in capital	2,544.4	2.6 (b)	2,547.0
Accumulated other comprehensive income (loss)	(8.9)	—	(8.9)
Retained deficit	(866.1)	21.3 (c)	(844.8)
Total Surgery Partners, Inc. stockholders' equity	1,670.7	23.9	1,694.6
Non-controlling interests—non-redeemable	1,431.0	(185.7) (b)	1,245.3
Total stockholders' equity	3,101.7	(161.8)	2,939.9
Total liabilities and stockholders' equity	\$ 8,049.7	\$ (643.1)	\$ 7,406.6

SURGERY PARTNERS, INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Dollars in millions, except per share amounts, shares in thousands)
(Unaudited)

	Six Months Ended June 30, 2026		
	Historical Surgery Partners (as reported)	Transaction Accounting Adjustments	Pro Forma
Revenues	\$ 1,659.8	\$ (372.0) (b)	\$ 1,287.8
Operating expenses:			
Salaries and benefits	500.5	(91.3) (b)	409.2
Supplies	447.0	(98.3) (b)	348.7
Professional and medical fees	204.1	(91.2) (b)	112.9
Lease expense	47.2	(7.3) (b)	39.9
Other operating expenses	110.6	(21.1) (b)	89.5
Cost of revenues	1,309.4	(309.2)	1,000.2
General and administrative expenses	75.6	—	75.6
Depreciation and amortization	77.8	(20.6) (b)	57.2
Transaction and integration costs	34.0	(3.0) (b)	31.0
Net (income) loss on disposals, consolidations and deconsolidations	6.7	(0.1) (b)	6.6
Equity in earnings of unconsolidated affiliates	(10.5)	—	(10.5)
Litigation settlements	2.5	—	2.5
Loss on debt extinguishment	—	—	—
Other income, net	(3.6)	1.0 (b)	(2.6)
	1,491.9	(331.9)	1,160.0
Operating income	167.9	(40.1)	127.8
Interest expense, net	(138.9)	11.2 (b)	(127.7)
Income (loss) before income taxes	29.0	(28.9)	0.1
Income tax (expense) benefit	(1.4)	0.8 (d)	(0.6)
Net income (loss)	27.6	(28.1)	(0.5)
Less: Net income attributable to non-controlling interests	(78.5)	9.8 (b)	(68.7)
Net income (loss) attributable to Surgery Partners, Inc.	\$ (50.9)	\$ (18.3)	\$ (69.2)
Net loss per share attributable to common stockholders:			
Basic	\$ (0.40)		\$ (0.54)
Diluted ⁽¹⁾	\$ (0.40)		\$ (0.54)
Weighted average common shares outstanding:			
Basic	128,597		128,597
Diluted ⁽¹⁾	128,597		128,597

(1) The impact of potentially dilutive securities for the period presented was not considered because the effect would be anti-dilutive.

SURGERY PARTNERS, INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Dollars in millions, except per share amounts, shares in thousands)
(Unaudited)

	Year Ended December 31, 2025		
	Historical Surgery Partners (as reported)	Transaction Accounting Adjustments	Pro Forma
Revenues	\$ 3,308.7	\$ (722.6) (b)	\$ 2,586.1
Operating expenses:			
Salaries and benefits	971.0	(171.7) (b)	799.3
Supplies	878.9	(186.6) (b)	692.3
Professional and medical fees	404.5	(175.1) (b)	229.4
Lease expense	87.9	(14.2) (b)	73.7
Other operating expenses	201.4	(34.4) (b)	167.0
Cost of revenues	2,543.7	(582.0)	1,961.7
General and administrative expenses	118.2	—	118.2
Depreciation and amortization	176.0	(39.6) (b)	136.4
Transaction and integration costs	73.9	(7.0) (b)	66.9
Net (income) loss on disposals, consolidations and deconsolidations	30.4	(17.3) (e)	13.1
Equity in earnings of unconsolidated affiliates	(22.9)	(0.1) (b)	(23.0)
Litigation settlements	7.3	—	7.3
Loss on debt extinguishment	1.3	—	1.3
Other income, net	(8.7)	(1.9) (b)	(10.6)
	2,919.2	(647.9)	2,271.3
Operating income	389.5	(74.7)	314.8
Interest expense, net	(272.6)	25.3 (b)	(247.3)
Income (loss) before income taxes	116.9	(49.4)	67.5
Income tax (expense) benefit	(18.0)	(4.4) (d)	(22.4)
Net income (loss)	98.9	(53.8)	45.1
Less: Net income attributable to non-controlling interests	(176.8)	23.5 (b)	(153.3)
Net income (loss) attributable to Surgery Partners, Inc.	\$ (77.9)	\$ (30.3)	\$ (108.2)
Net income (loss) per share attributable to common stockholders:			
Basic	\$ (0.61)		\$ (0.85)
Diluted ⁽¹⁾	\$ (0.61)		\$ (0.85)
Weighted average common shares outstanding:			
Basic	127,209		127,209
Diluted ⁽¹⁾	127,209		127,209

(1) The impact of potentially dilutive securities for the Historical Surgery Partners column was not considered because the effect would be anti-dilutive.

) This adjustment reflects the receipt of net cash consideration at the closing of the transaction (defined in table below), less amounts to be held in escrow pursuant to the Agreements, transaction costs associated with the disposition and the elimination of cash attributable to the Disposed Business. The portion of consideration held in escrow is reflected as a transaction adjustment within other current assets.

(Millions)

Purchase price	\$	796.6
Estimated closing cash and indebtedness		(219.7)
Estimated net working capital adjustments		9.6
Net cash consideration at closing	\$	586.5

) These adjustments reflect the removal of assets and liabilities as of June 30, 2026, as well as the removal of historical results of operations of the Disposed Business for the six months ended June 30, 2026 and the year ended December 31, 2025.

) This adjustment reflects the estimated effect on equity of the transaction adjustments described in notes (d) and (e).

) This adjustment represents the estimated income tax effect of the pro forma adjustments, including the impact of the disposition on current and deferred income taxes. The tax effect of the pro-forma adjustments was calculated using the historical statutory rates in effect for the periods presented.

) This adjustment reflects the estimated gain on the sale of the Disposed Business of \$16.4 million net of estimated transaction costs associated with the disposition and the removal of expenses of the Disposed Business. The amount of gain on disposal has been calculated as of June 30, 2026 and the amount ultimately recognized is subject to customary post-closing adjustments and other closing-related accounting estimates.



Surgery Partners Completes Sale of Ownership Interests in Idaho Falls Facilities to Intermountain Health; Updates Guidance to Include Impact of the Transaction

BRENTWOOD, Tenn., September 17, 2026 (GLOBE NEWSWIRE) -- Surgery Partners, Inc. (NASDAQ:SGRY) ("Surgery Partners" or the "Company"), a leading short-stay surgical facility owner and operator, today announced it has completed the previously announced sale of its ownership interests in its Idaho Falls facilities to Intermountain Health.

Under the terms of the Securities Purchase Agreements, Surgery Partners received \$797 million in gross proceeds and \$587 million in net cash proceeds at closing, subject to customary post-closing adjustments. The transaction includes Mountain View Hospital and Idaho Falls Community Hospital (together, referred to as Idaho Falls Facilities). Under Intermountain Health leadership, physician ownership of Mountain View Hospital will remain unchanged.

"With the completion of this important transaction, Surgery Partners enters a new chapter better positioned for long-term growth as a pure-play short-stay surgical provider," said Eric Evans, Chief Executive Officer of Surgery Partners. "As we recently disclosed in our second quarter earnings call, our core business is delivering strong results, with same facility revenue growth driven by our continued focus on higher-acuity procedures and a differentiated operating platform. Our updated full-year 2026 outlook underscores the benefit of our portfolio optimization actions, with this transaction expected to be accretive to adjusted earnings growth on an annual basis, in addition to reducing our balance sheet leverage and improving free cash flow conversion. We are encouraged by our recent momentum and remain confident in our long-term strategy and ability to deliver sustained value for stockholders."

Financial Highlights

- The transaction values the combined Idaho Falls Facilities at approximately \$1.15 billion, with total consideration to Surgery Partners of approximately \$797 million of gross proceeds and \$587 million of net cash proceeds.
- Transaction proceeds represent an approximately 7x multiple based on the Idaho Falls Facilities' last 12 months adjusted EBITDA performance (through June 30, 2026), and an approximately 17x multiple based on average distributions received from Idaho Falls over the past three years.
- Balance sheet leverage, as calculated under the Company's credit agreement, is expected to improve by 30bps, from 4.4x at the end of Q2 2026.
- Transaction proceeds will be used primarily to pay down debt.

Operational Highlights

This transaction significantly streamlines Surgery Partners' business and portfolio. Excluding the Idaho Falls Facilities, the Company expects:

- 50% reduction in Medicaid payor mix, with new annualized mix expected to be under 2% of revenue.
- 100% elimination of neonatology and obstetrics service lines.
- 50% reduction in intensive care beds and majority reduction in total emergency department visits.
- 75% reduction in non-surgical admissions.
- 100% elimination of inpatient pediatrics businesses.
- 100% reduction in retail and compounding pharmacy service lines.

Updated 2026 Guidance

- Full-year 2026 revenue guidance is in the range of \$3.08 billion to \$3.18 billion and Adjusted EBITDA guidance is at least \$489 million, reflecting the removal of the Idaho Falls Facilities' contribution for the remaining portion of the year.
- On a pro forma basis, excluding the Idaho Falls Facilities for the full-year 2026, revenue guidance is in the range of \$2.60 billion to \$2.67 billion and Adjusted EBITDA guidance is at least \$414 million.

Advisors

Barclays served as the lead financial advisor to Surgery Partners, and McDermott Will & Schulte LLP served as its legal counsel. RBC Capital Markets, LLC served as the lead financial advisor to Intermountain Health, and Hall, Render, Killian, Heath & Lyman, P.C. served as its legal counsel.

About Surgery Partners

Headquartered in Brentwood, Tennessee, Surgery Partners is a leading healthcare services company with a differentiated outpatient delivery model focused on providing high-quality, cost-effective solutions for surgical and related ancillary care in support of both patients and physicians. Founded in 2004, Surgery Partners is one of the largest and fastest growing surgical services businesses in the country, with more than 200 locations in 30 states, including ambulatory surgery centers, surgical hospitals, multi-specialty physician practices and urgent care facilities. For additional information, visit www.surgerypartners.com.

About Idaho Falls Facilities

The Idaho Falls Facilities have built a long-standing reputation as preferred providers and leaders in delivering high-quality, affordable care for the Idaho Falls region. Mountain View Hospital was founded in 2002 and has grown into a leading surgical hub and Level III NICU, with the opening of the Idaho Falls Community Hospital in 2019 adding scalable acute care capabilities. Combined, the locations employ over 150 physicians and include 126 beds with a breadth of services across nine surgical specialties and a diverse range of additional service lines, including oncology, emergency department and ICU services, and neonatology.

About Intermountain Health

Headquartered in Utah with locations in six states and additional operations across the western U.S., Intermountain Health is a nonprofit system of 34 hospitals, approximately 400 clinics, medical groups with some 4,600 employed physicians and advanced care providers, a nonprofit health plan called Select Health with more than one million members, and other health services. Helping people live the healthiest lives possible, Intermountain is committed to improving community health and is widely recognized as a leader in transforming healthcare by using evidence-based best practices to consistently deliver high-quality outcomes at sustainable costs.

Cautionary Statement Regarding Forward Looking Statements

This press release contains forward-looking statements, including those regarding growth, our anticipated operating results for future periods and other similar statements. These statements can be identified by the use of words such as "believes," "anticipates," "expects," "intends," "plans," "continues," "estimates," "predicts," "projects," "forecasts," "may," "could," and similar expressions. All forward-looking statements are based on current expectations and beliefs as of the date of this release and are subject to risks, uncertainties and other factors that may cause actual results to differ materially from the expectations discussed in, or implied by, the forward-looking statements. Many of these factors are beyond our ability to control or predict including, without limitation, the possibility that the anticipated benefits of the sale to the Company are not realized as expected, the potential adverse effect of the announcement on the market price of, or trading in, the Company's securities and on the Company's business relationships, operating results, and business generally, including the ability to retain key personnel; potential litigation relating to the transaction that could be instituted against the Company or its affiliates, officers, or directors, and the effects of any outcomes related thereto; reductions in payments from government health care programs and private insurance payors, such as health maintenance organizations, preferred provider organizations, and other managed care organizations and employers; our ability to contract with private insurance payors; changes in our payor mix or surgical case mix; failure to maintain or develop relationships with physicians on beneficial or favorable terms, or at all; the impact of payor controls designed to reduce the number of surgical procedures; our efforts to integrate operations of acquired or developed businesses and surgical facilities, attract new physician partners, or acquire additional surgical facilities; supply chain issues, including shortages or quality control issues with surgery-related products, equipment and medical supplies; competition for physicians, nurses, strategic relationships, acquisitions and managed care contracts; our ability to attract and retain qualified health care professionals; our ability to enforce non-compete restrictions against our physicians; our ability to manage material liabilities whether known or unknown incurred as a result of acquiring or operating surgical facilities; the impact of future legislation and other health care regulatory reform actions, and the effect of that legislation and other regulatory actions on our business; our ability to comply with current health care laws and regulations; the outcome of legal and regulatory proceedings that have been or may be brought against us; the impact of cybersecurity attacks or intrusions, changes in the regulatory, economic and other conditions of the states where our surgical facilities are located; our indebtedness; the social and economic impact of a pandemic, epidemic or outbreak of a contagious disease on our business;

and the risks and uncertainties identified and discussed from time to time in the Company's reports filed with the Securities and Exchange Commission (the "SEC"), including in Item 1A under the heading "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 and other reports filed with the SEC. Except as required by law, the Company undertakes no obligation to revise or update publicly any forward-looking statements to reflect events or circumstances after the date of this report, or to reflect the occurrence of unanticipated events or circumstances.

Use of Non-GAAP Financial Measures

This press release contains non-GAAP financial measures. A "non-GAAP financial measure" is defined as a numerical measure of a company's financial performance that excludes or includes amounts so as to be different than the most directly comparable measure calculated and presented in accordance with generally accepted accounting principles in the United States ("GAAP"). We present non-GAAP financial measures when we believe that the additional information is useful and meaningful to investors. Non-GAAP financial measures do not have any standardized meaning and are therefore unlikely to be comparable to similar measures presented by other companies. The presentation of non-GAAP financial measures is not intended to be a substitute for, and should not be considered in isolation from, financial measures reported in accordance with GAAP. We are not able to project components of the 2026 Adjusted EBITDA guidance and therefore cannot provide a reconciliation of the forward-looking non-GAAP financial measures.

Contact

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