

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>Goodwin George</u>  (Last) (First) (Middle) <u>C/O SURGERY PARTNERS, INC.</u> <u>310 SEVEN SPRINGS WAY, SUITE 500</u>  (Street) <u>BRENTWOOD TN 37027</u>  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, American Group</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	03/15/2019		A		10,200 <sup>(1)</sup>	A	\$0	51,970	D	
Common Stock	03/15/2019		A		13,040 <sup>(2)</sup>	A	\$0	65,010	D	
Common Stock	03/16/2019		F		882 <sup>(3)</sup>	D	\$13.42	64,128	D	
Common Stock	03/17/2019		F		1,157 <sup>(4)</sup>	D	\$13.42	62,971	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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$13.42	03/15/2019		A		148,500		(5)	03/15/2029	Common Stock	148,500	\$0	148,500	D	

**Explanation of Responses:**

- Shares issued based on 2018 performance under performance stock unit awards granted to the Reporting Person on March 16, 2018. Shares will vest in two equal annual installments on each of the first two anniversaries of December 31, 2018.
- Shares will vest in three equal annual installments of each of the first three anniversaries of March 15, 2019.
- Shares withheld by the Issuer to satisfy the Reporting Person's tax withholding obligations in connection with the vesting on March 16, 2019 of restricted stock.
- Shares withheld by the Issuer to satisfy the Reporting Person's tax withholding obligations in connection with the vesting on March 17, 2019 of restricted stock.
- One-third (1/3) of the options will vest in three equal installments on each of December 31, 2020, December 31, 2021, and December 31, 2022, generally contingent upon continued employment through each applicable vesting date (the "time condition"). One-third (1/3) of the options will vest based on satisfaction of the time condition and the achievement of a closing price per share of the Issuer's Common Stock of \$25.00. The remaining one-third (1/3) of the options will vest based on satisfaction of the time condition and the achievement of a closing price per share of the Issuer's Common Stock of \$35.00.

**Remarks:**

/s/ Jennifer Baldock, Attorney-in-Fact 03/19/2019

\*\* 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.