UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☐ Definitive Proxy Statement

☐ Definitive Additional Materials

☒ Soliciting Material under §240.14a-12

Surgery Partners, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee paid previously with preliminary materials.

☐ Fee computed by table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

The following press release was issued by Surgery Partners, Inc. (the "Company") on November 16, 2026.

Surgery Partners, Inc. Announces Commencement of Consent Solicitation Relating to Surgery Center Holdings, Inc.'s 7.250% Senior Notes due 2032

BRENTWOOD, Tenn., November 16, 2026 – Surgery Partners, Inc. ("Surgery Partners") (Nasdaq: SGRY) announced today that its indirect wholly owned subsidiary, Surgery Center Holdings, Inc. (the "Issuer"), has commenced a solicitation of consents (the "Consent Solicitation") from holders ("Holders") of its outstanding $1,225,000,000 aggregate principal amount of 7.250% Senior Notes due 2032 (CUSIP Nos. 86881W AF9 / U86786 AD9 / U86786 AE7; ISINs US86881WAF95 / USU86786AD98 / USU86786AE71) (the "Notes") to certain proposed amendments (the "Proposed Amendments") to the indenture governing the Notes, dated as of April 10, 2024 (as supplemented, the "Indenture"), among the Issuer, the guarantors party thereto and Wilmington Trust, National Association, as trustee (the "Trustee").

As previously announced, on October 23, 2026, Surgery Partners entered into an Agreement and Plan of Merger (as amended by Amendment No. 1 thereto, dated as of November 8, 2026, and as it may be further amended, supplemented or otherwise modified from time to time, the "Merger Agreement") with Spyglass Topco, LLC ("Topco"), Spyglass Merger Subsidiary, Inc., a wholly owned subsidiary of Topco ("Merger Sub"), and, solely for the limited purposes set forth therein, Bon Secours Mercy Health, Inc. ("BSMH"). Pursuant to the Merger Agreement, Merger Sub will merge with and into Surgery Partners, with Surgery Partners surviving as a wholly owned subsidiary of Topco (the "Merger").

If the Proposed Amendments are not consented to and operative, the consummation of the Merger would constitute a "Change of Control" under the Indenture. If the Proposed Amendments do not become operative, the Issuer will be required to make an offer to purchase all of the outstanding Notes at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to, but excluding, the repurchase date (a "Change of Control Offer") in accordance with the terms of the Indenture in connection with the consummation of the Merger.

The purpose of the Consent Solicitation is to amend the Indenture to (i) provide that, concurrently with and following the consummation of the Merger in accordance with the terms of the Merger Agreement on or prior to the date that is five business days after the End Date (as defined in the Merger Agreement), each of BSMH, HealthSpan Partners, a 501(c)(3) Ohio corporation affiliated with BSMH, and their respective affiliates, and certain groups of which any of them are members, will be "Permitted Holders" under the Indenture, in addition to the existing Permitted Holders, and (ii) add to, amend, supplement or change certain other defined terms in the Indenture related to the foregoing. Except for the Proposed Amendments, all existing terms of the Notes and the Indenture will remain unchanged, and the Proposed Amendments will not alter the Issuer's obligation to pay the principal of or interest on the Notes or the stated interest rate or maturity date of the Notes.

The Consent Solicitation is being made in accordance with the terms and subject to the conditions set forth in a Consent Solicitation Statement, dated November 16, 2026 (as it may be amended or supplemented from time to time, the "Consent Solicitation Statement"). Only Holders of record as of 5:00 p.m., New York City time, on November 20, 2026 (the "Record Date") are eligible to deliver consents.

The Consent Solicitation is scheduled to expire at 5:00 p.m., New York City time, on November 20, 2026, unless extended or earlier terminated (such time and date, as it may be extended, the "Expiration Time"). A Holder may validly revoke its consent at any time prior to the earlier of the Effective Time (as defined below) and the Expiration Time (the "Revocation Deadline"), as described in the Consent Solicitation Statement.

Holders who validly deliver (and do not validly revoke) consents to the Proposed Amendments prior to the Expiration Time, and whose consents are accepted by the Issuer, will be eligible to receive a cash payment equal to $2.50 per $1,000 in principal amount of Notes for which such consents were delivered (the "Consent Fee"). Payment of the Consent Fee is conditioned upon the satisfaction or waiver of the conditions set forth in the Consent Solicitation Statement, including the receipt of the Requisite Consents (as defined below). If such conditions are satisfied or waived, the Consent Fee will be paid following the later of the Expiration Time and the Effective Time, whether or not the Merger is consummated. Holders who do not deliver consents, or who validly revoke their consents, will not receive the Consent Fee.

The Proposed Amendments require the consent of Holders of a majority of the aggregate principal amount of the Notes outstanding, calculated in accordance with the Indenture (the "Requisite Consents").

The Issuer intends to execute a supplemental indenture to the Indenture setting forth the Proposed Amendments (the "Supplemental Indenture") with the guarantors and the Trustee promptly following receipt of the Requisite Consents, which may occur prior to the Expiration Time. The time and date on which the Supplemental Indenture is executed is referred to as the "Effective Time." The Supplemental Indenture will become effective upon its execution and delivery, but the Proposed Amendments will become operative only immediately prior to the consummation of the Merger, provided that the Consent Fee has been paid. Once operative, the Proposed Amendments will be binding on all Holders, including those that did not deliver consents. If the Consent Fee is paid but the Merger is not consummated on or prior to the date that is five business days after the End Date, the Proposed Amendments will not become operative, and Holders that received the Consent Fee will retain it.

The Proposed Amendments becoming operative is not a condition to the consummation of the Merger. If the Proposed Amendments do not become operative, the Issuer will be required to make a Change of Control Offer in accordance with the terms of the Indenture in connection with the consummation of the Merger. The Merger is expected to close in the first quarter of 2027, subject to the approval of Surgery Partners' stockholders, required regulatory approvals and other customary closing conditions.

The complete terms and conditions of the Consent Solicitation are set forth in the Consent Solicitation Statement that is being sent to Holders. Subject to applicable law, the Issuer may terminate, extend or amend the Consent Solicitation at any time as described in the Consent Solicitation Statement.

Jefferies LLC is serving as solicitation agent (the "Solicitation Agent") in connection with the Consent Solicitation. Questions regarding the terms of the Consent Solicitation may be directed to Jefferies LLC at (212) 284-2368 (collect). S&P Global Inc. is serving as information and tabulation agent (the "Information and Tabulation Agent") in connection with the Consent Solicitation. Questions or requests for assistance in delivering consents, or requests for copies of the Consent Solicitation Statement, may be directed to the Information and Tabulation Agent at (212) 849-3880 (banks and brokers) or (888) 593-9546 (toll-free), or by email at consentoffer@spglobal.com.

This press release is for informational purposes only and does not constitute an offer to purchase or a solicitation of an offer to sell the Notes or any other securities and does not constitute a solicitation of consents with respect to the Notes or any other securities. The Consent Solicitation is being made only by, and pursuant to the terms of, the Consent Solicitation Statement, and the information in this press release is qualified in its entirety by reference to the Consent Solicitation Statement. The Consent Solicitation is not being made in any jurisdiction in which the making thereof would not be in compliance with the applicable laws of such jurisdiction. In those jurisdictions where the securities, "blue sky" or other laws require the Consent Solicitation to be made by a licensed broker or dealer, the Consent Solicitation shall be deemed to be made on behalf of the Issuer by one or more registered brokers or dealers licensed under the laws of such jurisdiction.

None of the Issuer, Surgery Partners, Topco, the Solicitation Agent, the Information and Tabulation Agent or the Trustee makes any recommendation as to whether Holders should deliver consents to the Proposed Amendments. Each Holder must make its own decision as to whether to deliver consents.

About Surgery Partners

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.

Additional Information and Where to Find It

In connection with the proposed acquisition by an affiliate of BSMH of the Company (the "Transactions"), the Company will file with the Securities and Exchange Commission (the "SEC") a proxy statement (the "Proxy Statement"), a definitive version of which will be mailed or otherwise provided to its stockholders. The Company and certain other filing persons intend to jointly file a transaction statement on Schedule 13E-3 (the "Schedule 13E-3"). The Company may also file other documents with the SEC regarding the proposed Transactions. BEFORE MAKING ANY VOTING DECISION, THE COMPANY'S STOCKHOLDERS ARE URGED TO CAREFULLY READ THE PROXY STATEMENT AND THE SCHEDULE 13E-3 IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AND ANY OTHER DOCUMENTS FILED WITH THE SEC AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS THERETO IN CONNECTION WITH THE PROPOSED TRANSACTIONS OR INCORPORATED BY REFERENCE THEREIN BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTIONS AND THE PARTIES TO THE PROPOSED TRANSACTIONS. Investors and security holders may obtain free copies of the Proxy Statement, the Schedule 13E-3 and other documents that the Company files with the SEC (when available) from the SEC's website at www.sec.gov and the Company's website at ir.surgerypartners.com. In addition, the Proxy Statement, the Schedule 13E-3 and other documents filed by the Company with the SEC (when available) may be obtained from the Company free of charge by directing a request to the Company's Investor Relations at IR@surgerypartners.com.

Participants in the Solicitation

The Company and certain of its directors, executive officers and employees may be deemed to be participants in the solicitation of proxies from the Company's stockholders in connection with the proposed Transactions. Information regarding the persons who may, under the rules of the SEC, be deemed to be participants in the solicitation of the stockholders of the Company in connection with the proposed Transactions, including a description of their respective direct or indirect interests, by security holdings or otherwise will be set forth in the Proxy Statement and Schedule 13E-3 and other materials to be filed with the SEC. You may also find additional information about the Company's directors and executive officers in the Company's proxy statement for its 2026 Annual Meeting of Stockholders, which was filed with the SEC on April 23, 2026 (the "Annual Meeting Proxy Statement") , including under the sections entitled "Security Ownership of Certain Beneficial Owners and Management", "Proposal No. 1 Election of Directors", and "Executive Officers" therein. To the extent holdings of securities by potential participants (or the identity of such participants) have changed since the information printed in the Annual Meeting Proxy Statement, such information has been or will be reflected in the Company's Statements of Change in Ownership on Forms 4 filed with the SEC. The Company's stockholders may obtain additional information regarding the direct and indirect interests of the participants in the solicitation of proxies in connection with the proposed Transactions, including the interests of the Company's directors and executive officers in the proposed Transactions, which may be different than those of the Company's stockholders generally, by reading the Proxy Statement and Schedule 13E-3 and other relevant materials to be filed with the SEC relating to the proposed Transactions. You can obtain free copies of these documents from the Company using the contact information above.

No Offer

No person has commenced soliciting proxies in connection with the proposed Transactions referenced in this communication, and this communication is neither an offer to purchase nor a solicitation of an offer to sell securities, nor a solicitation of any vote or approval.

Cautionary Note Regarding Forward-Looking Statements

This communication contains forward-looking statements. Forward-looking statements generally relate to future events, the Company's future financial or operating performance or the proposed Transactions. All statements other than statements of historical facts contained in this communication, including statements regarding the proposed Transactions, the Consent Solicitation and their expected timing, completion and effects, are forward-looking statements. In some cases, you can identify forward-looking statements because they contain words such as "anticipates," "believes," "could," "estimates," "expects," "intends," "likely," "may," "might," "should," "plans," "potential," "projects," "will," or the negative of these words or other similar terms or expressions that concern the Company's expectations, strategy, plans or intentions.

Readers are cautioned that these forward-looking statements are only predictions and may differ materially from actual future events or results due to a variety of factors. Important factors that could cause actual outcomes or results to differ materially from the forward-looking statements include, but are not limited to, (a) the ability of the parties to consummate the proposed Transactions in a timely manner or at all; (b) the satisfaction (or waiver) of closing conditions to the consummation of the proposed Transactions; (c) the potential impact of the unsolicited proposal from a third party or possibility that more competing offers may be made; (d) potential delays in consummating the proposed Transactions; (e) the timing, receipt and terms and conditions of any required governmental and regulatory approvals of the proposed Transactions that could delay the consummation of the proposed Transactions or cause the parties to abandon the proposed Transactions; (f) the possibility that the Company may not receive the requisite stockholder approval for the proposed Transactions; (g) the ability of the Company to timely and successfully achieve the anticipated benefits of the proposed Transactions; (h) the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the merger agreement with BSMH; (i) the Company's ability to implement its business strategy; (j) significant transaction costs associated with the proposed Transactions, as well as liabilities that are not known, probable or estimable at this time or other unexpected costs, charges or expenses; (k) the possibility that the proposed Transactions may be more expensive to complete than anticipated, including as a result of unexpected factors or events; (l) potential litigation relating to the proposed Transactions; (m) the risk that disruptions from the proposed Transactions will harm the Company's business, including current plans and operations; (n) risks related to the diversion of management's time and attention from the Company's ongoing business operations to matters relating to the proposed Transactions; (o) the ability of the Company to retain and hire key personnel; (p) potential adverse reactions or changes to business relationships resulting from the announcement or completion of the proposed Transactions; (q) legislative, regulatory and economic developments affecting the Company's business; (r) general economic and market developments and conditions; (s) the legal, regulatory and tax regimes under which the Company operates; (t) potential business uncertainty, including changes to existing business relationships, during the pendency of the proposed Transactions that could affect the Company's financial performance; (u) the risk that any announcements relating to the proposed Transactions or the unsolicited proposal from a third party could have adverse effects on the market price of the Company's common stock, and the risk that such price may decline significantly if the proposed Transactions are not consummated on the anticipated timeline, or at all; (v) restrictions during the pendency of the proposed Transactions that may impact the Company's ability to pursue certain business opportunities or strategic transactions; and (w) unpredictability and severity of catastrophic events, including, but not limited to, acts of terrorism or outbreak of war or hostilities, as well as the Company's response to any of the aforementioned factors. There can be no assurance that the proposed Transactions will in fact be consummated. The foregoing list of factors is not exhaustive, and new risks may emerge from time to time. It is not possible for the Company to predict all risks, nor can the Company assess the impact of all factors on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement.

For information regarding other factors that could cause the Company's results to vary from expectations, please see the "Risk Factors" section of the Company's periodic report filings with the SEC, including but not limited to the Company's Form 10-Q filed with the SEC on November 9, 2026 and the Company's Form 10-K filed with the SEC on March 2, 2026, as well as other documents that may be filed by the Company from time to time with the SEC. These filings, as well as subsequent filings, are available on the investor relations section of the Company's website at ir.surgerypartners.com or on the SEC's website at www.sec.gov. The statements in this communication represent the Company's current beliefs, estimates and assumptions as of the date of this communication. Subsequent events and developments may cause the Company's views to change. Except as required by applicable law, the Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. These forward-looking statements should not be relied upon as representing the Company's views as of any date subsequent to the date of this communication.

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