
**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): June 1, 2023

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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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 5.07 Submission of Matters to a Vote of Security Holders

On June 1, 2023, Surgery Partners, Inc. (the “Company”) held its 2023 Annual Meeting of Stockholders (the “Annual Meeting”). As of the close of business on April 6, 2023, the record date for the Annual Meeting (the “Record Date”), 126,480,483 shares of the Company’s common stock were outstanding and entitled to vote.

The matters voted on at the Annual Meeting and the final results of such voting were as follows:

Proposal 1: Election of Class II directors. The stockholders elected each of the director nominees to serve as a Class II director until the Company’s 2026 annual meeting of stockholders and until each such successor has been elected and qualified. Each of the nominees was a current Class II director of the Company who was re-elected. The results of the vote were as follows:

Name	Votes For	Votes Withheld	Broker Non-Votes
Patricia A. Maryland, Dr.PH	107,534,448	13,894,991	1,476,787
T. Devin O'Reilly	105,594,699	15,834,740	1,476,787
Brent Turner	114,973,075	6,469,653	1,463,498

Proposal 2: Advisory vote on executive compensation. The stockholders approved on a non-binding, advisory basis the compensation paid by the Company to its named executive officers, as disclosed in the Company’s Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on April 20, 2023. The results of the vote were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
118,127,561	3,307,178	7,989	1,463,498

Proposal 3: Advisory vote on frequency of future executive compensation votes. The stockholders approved on a non-binding, advisory basis that a non-binding, advisory stockholder vote on the compensation paid to the Company’s named executive officers shall occur annually. The results of the vote were as follows:

One Year	Two Years	Three Years	Abstentions	Broker Non-Votes
120,851,075	6,631	575,732	9,290	1,463,498

Based on these results, the Company’s Board of Directors has determined that the Company will hold a non-binding, advisory vote on executive compensation on an annual basis (once every year) until the next stockholder vote on the frequency of future executive compensation votes.

Proposal 4: Ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for fiscal year 2023. The stockholders ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023. The results of the vote were as follows:

Votes For	Votes Against	Abstentions
122,861,637	40,051	4,538

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.

By: /s/ Jennifer B. Baldock
Jennifer B. Baldock
Executive Vice President, Chief Administrative and
Development Officer

Date: June 7, 2023