
**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 6, 2025

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As further discussed below in Item 5.07, on June 6, 2025, at the 2025 Annual Meeting of Stockholders (the “Annual Meeting”) of Surgery Partners, Inc. (the “Company”), the stockholders of the Company approved the Company’s 2025 Omnibus Incentive Plan (the “2025 Plan”). The material features of the 2025 Plan are described in Proposal No. 3 of the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission (the “SEC”) on April 24, 2025 (the “Proxy Statement”), which description is incorporated herein by reference. The description of the 2025 Plan incorporated herein by reference is qualified in its entirety by the text of the 2025 Plan, a copy of which is filed as Exhibit 10 to this report and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

On June 6, 2025, the Company held its Annual Meeting. As of the close of business on April 8, 2025, the record date for the Annual Meeting (the “Record Date”), 128,192,739 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 I directors. The stockholders elected each of the director nominees to serve as a Class I director until the Company’s 2028 annual meeting of stockholders and until each such successor has been elected and qualified. Each of the nominees was a current Class I director of the Company who was re-elected. The results of the vote were as follows:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------|-------------|----------------|------------------|
| John A. Deane | 106,384,986 | 9,461,903 | 6,255,937 |
| Teresa DeLuca, M.D. | 102,050,559 | 13,796,330 | 6,255,937 |
| Wayne S. DeVeydt | 105,187,839 | 10,659,050 | 6,255,937 |

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 Proxy Statement. The results of the vote were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 96,577,058 | 19,241,638 | 28,193 | 6,255,937 |

Proposal 3: Approval of 2025 Omnibus Incentive Plan. The stockholders approved the 2025 Plan. The results of the vote were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 101,740,477 | 13,957,369 | 149,043 | 6,255,937 |

Proposal 4: Ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for fiscal year 2025. The stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2025. The results of the vote were as follows:

| Votes For | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 122,065,302 | 30,124 | 7,400 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

[10](#) [Surgery Partners, Inc. 2025 Omnibus Incentive Plan \(incorporated herein by reference to Appendix A to the Company’s Definitive Proxy Statement on Schedule 14A filed April 24, 2025\).](#)

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: June 6, 2025

By: /s/ Jennifer B. Baldock

Jennifer B. Baldock

Executive Vice President, Chief Administrative and Development Officer