

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>O'Reilly T. Devin</u> (Last) (First) (Middle) <u>200 CLARENDON STREET</u> (Street) <u>BOSTON MA 02116</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/17/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	05/17/2021		M		22,608,925	A	(2)(3)	49,064,576	I	See footnote ⁽¹⁾

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
Series A Convertible Perpetual Participating Preferred Stock	(2)(3)	05/17/2021		M			310,000	(2)	(2)	Common Stock	22,608,925	(2)(3)	0	I	See footnote ⁽¹⁾

Explanation of Responses:

- Represents securities held directly by BCPE Seminole Holdings LP ("BCPE Holdings"). Bain Capital Investors, LLC ("BCI") is the sole member of BCPE Seminole GP LLC, which is the general partner of BCPE Holdings. T. Devin O'Reilly is a Managing Director of BCI. By virtue of the relationships described in this footnote, Mr. O'Reilly may be deemed to share voting and dispositive power with respect to the securities held by BCPE Holdings. Mr. O'Reilly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- Each share of Series A Convertible Perpetual Participating Preferred Stock (the "Series A Preferred Stock") was convertible into the number of shares of common stock of the Issuer equal to the quotient obtained by dividing (a) the accrued value of such share of Series A Preferred Stock (initially, \$1,000) plus any accrued but un-compounded dividends on such share by (b) the \$19.00 conversion price, subject to certain anti-dilution adjustments in accordance with the terms as set forth in the Series A Preferred Stock Certificate of Designation. Dividends accrued daily and compounded quarterly on March 31, June 30, September 30 and December 31 of each year and were added to the accrued value of a share. The Series A Preferred Stock did not have an expiration date.
- On May 17, 2021, the 310,000 shares of Series A Preferred Stock held by BCPE Holdings were converted into 22,608,925 shares of common stock of the Issuer following the Issuer's exercise of its optional conversion right pursuant to the terms of the Series A Preferred Stock Certificate of Designation.

Remarks:

/s/ Devin O'Reilly 05/19/2021
 ** 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.

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