

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>O'Reilly T. Devin</u>	2. Date of Event Requiring Statement (Month/Day/Year) 08/31/2017	3. Issuer Name and Ticker or Trading Symbol <u>Surgery Partners, Inc. [ SGRY ]</u>	
		4. 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)	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) 200 CLARENDON STREET			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) BOSTON MA 02116			
(City) (State) (Zip)			

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share <sup>(1)</sup>	26,455,651	I	See footnote <sup>(2)</sup>

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date					
Series A Convertible Perpetual Participating Preferred Stock <sup>(3)</sup>	(4)	(5)	Common Stock, par value \$0.01 per share	16,315,789	(4)	I	See footnote <sup>(2)</sup>

## Explanation of Responses:

- Represent 26,445,651 shares of common stock that BCPE Seminole Holdings LP ("BCPE Holdings") purchased from H.I.G. Surgery Centers, LLC ("HIG") pursuant to the Stock Purchase Agreement, dated as of May 9, 2017, by and among Holdings, Surgery Partners, Inc. (the "Issuer"), H.I.G. Bayside Debt & LBO Fund II L.P. and HIG.
- The securities reported in this Form 3 are held directly by BCPE Holdings. Bain Capital Investors, LLC ("BCI") is the sole member of BCPE Seminole GP LLC, which is the general partner of BCPE Holdings. The governance, investment strategy and decision-making process with respect to investments held by BCPE Holdings is directed by the Global Private Equity Board of BCI. T. Devin O'Reilly is a Managing Director of BCI. By virtue of the relationships described in these footnotes, 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.
- Represents 310,000 shares of 10.00% Series A Convertible Perpetual Participating Preferred Stock (the "Series A Preferred Stock") that BCPE Holdings acquired from the Issuer.
- Each share of Series A Preferred Stock is convertible at any time, at the election of the holder, 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 set forth in the Series A Preferred Stock Certificate of Designation. Dividends accrue daily and compound quarterly on March 31, June 30, September 30 and December 31 of each year and are added to the accrued value of a share and, therefore, the number of shares of common stock into which each share of Series A Preferred Stock may be converted will increase over time.
- The Series A Preferred Stock has no expiration date.

## Remarks:

/s/ Devin O'Reilly

09/01/2017

\*\* 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 5 (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.