

SURGICAL CARE AFFILIATES, INC.

Reported by
SHARFF RICHARD L. JR.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/24/17 for the Period Ending 03/24/17

Address	510 LAKE COOK ROAD SUITE 400 DEERFIELD, IL 60015
Telephone	847-236-0921
CIK	0001411574
Symbol	SCAI
SIC Code	8093 - Specialty Outpatient Facilities, Not Elsewhere Classified
Industry	Healthcare Facilities & Services
Sector	Healthcare
Fiscal Year	12/31

FORM 4

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

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Form 5 obligations may
continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Sharff Richard L. Jr.			Surgical Care Affiliates, Inc. [SCAI]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) General Counsel		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O SURGICAL CARE AFFILIATES, INC., 510 LAKE COOK ROAD, SUITE 400			3/24/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
DEERFIELD, IL 60015						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	3/24/2017		D (1)		9076	D	(2)	31913 (3)	D	
Common Stock	3/24/2017		D (4)		31913	D	(5)(6)	0	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options to Purchase Common Stock	\$13.94	3/24/2017		D (1)		6413		(7)	3/6/2022	Common Stock	6413	(8)	0	D	
Options to Purchase Common Stock	\$12.41	3/24/2017		D (1)		24390 (9)		(10)	5/6/2023	Common Stock	24390	(8)	0	D	
Options to Purchase Common Stock	\$29.02	3/24/2017		D (1)		21106 (11)		(12)	9/17/2024	Common Stock	21106	(8)	0	D	
Options to Purchase Common Stock	\$38.35	3/24/2017		D (1)		15884 (13)		(14)	6/4/2025	Common Stock	15884	(8)	0	D	
Options to Purchase Common Stock	\$41.25	3/24/2017		D (1)		12067 (15)		(16)	3/2/2026	Common Stock	12067	(8)	0	D	
Options to Purchase Common Stock	\$56.64	3/24/2017		D (1)		8062 (17)		(18)	3/2/2027	Common Stock	8062	(8)	0	D	

Explanation of Responses:

- Disposed of in the exchange offer by Spartan Merger Sub 1, Inc. to acquire all of the outstanding shares of Common Stock (the "Exchange Offer"), pursuant to the Agreement and Plan of Reorganization, dated January 7, 2017, (the "Merger Agreement," and the merger contemplated thereby, the "Merger") by and among Surgical Care Affiliates, Inc. ("SCA"), UnitedHealth Group Incorporated ("UHG"), Spartan Merger Sub 1, Inc., and Spartan Merger Sub 2, LLC.
- Pursuant to the Merger Agreement, each share of Common Stock was exchanged for \$11.40 in cash and a number of shares of UHG common stock equal to \$45.60 divided by \$169.42, (which represents the volume weighted average of the closing sale prices per share of UHG common stock on the New York Stock Exchange on each of the five full consecutive trading days ending on and including March 21, 2017, the third business day prior to the final expiration date of the Exchange Offer), with the fractional shares being paid in cash, as provided in the Merger Agreement.
- Includes 30,533 shares of Common Stock underlying restricted stock units ("RSUs") of the issuer, all of which are subject to time-based vesting and remained invested immediately prior to the effective time of the Merger (the "Effective Time"). Each RSU represents a contingent right to acquire one share of Common Stock.

- (4) Disposed of in the Merger, pursuant to the Merger Agreement.
- (5) Pursuant to the Merger Agreement, at the Effective Time each share of Common Stock was cancelled and converted into the right to receive \$11.40 in cash and a number of shares of UHG common stock equal to \$45.60 divided by \$169.42, (which represents the volume weighted average of the closing sale prices per share of UHG common stock on the New York Stock Exchange on each of the five full consecutive trading days ending on and including March 21, 2017, the third business day prior to the final expiration date of the Exchange Offer), with the fractional shares being paid in cash, as provided in the Merger Agreement.
- (6) Pursuant to the Merger Agreement, each outstanding and unvested RSU was cancelled and converted into that number of RSUs (rounded down to the nearest whole share) in respect of UHG common stock equal to the product of (x) the number of shares subject to such RSU immediately prior to the Effective Time and (y) \$57 divided by \$169.42 (which represents the volume weighted average of the closing sale prices per share of UHG common stock on the New York Stock Exchange on each of the five full consecutive trading days ending on and including March 21, 2017, the third business day prior to the Merger) rounded down to the nearest whole share (such quotient, the "Equity Award Conversion Ratio").
- (7) All of the options are time-based options which, as of March 6, 2013, were fully vested.
- (8) Pursuant to the Merger Agreement, at the Effective Time each outstanding SCA stock option was cancelled and converted into an option to purchase UHG common stock (rounded down to the nearest whole number) equal to the product of (x) the number of shares subject to such SCA stock option immediately prior to the Effective Time and (y) the Equity Award Conversion Ratio, at an exercise price per share (rounded up to the nearest whole cent) equal to (A) the exercise price per share of such SCA stock option immediately prior to the Effective Time divided by (B) the Equity Award Conversion Ratio.
- (9) Includes options for 18,292.5 shares of Common Stock that were vested prior to the Effective Time and options for 6,097.5 shares of Common Stock that remain unvested at the Effective Time.
- (10) The option provides for vesting in equal annual installments on May 6, 2014, May 6, 2015, May 6, 2016 and May 6, 2017.
- (11) Includes options for 10,553 shares of Common Stock that were vested prior to the Effective Time and options for 10,553 shares of Common Stock that remain unvested at the Effective Time.
- (12) The option provides for vesting in equal annual installments on September 17, 2015, September 17, 2016, September 17, 2017 and September 17, 2018.
- (13) Includes options for 3,971 shares of Common Stock that were vested prior to the Effective Time and options for 11,913 shares of Common Stock that remain unvested at the Effective Time.
- (14) The option provides for vesting in equal annual installments on June 4, 2016, June 4, 2017, June 4, 2018 and June 4, 2019.
- (15) Includes options for 3,016.75 shares of Common Stock that were vested prior to the Effective Time and options for 9,050.25 shares of Common Stock that remain unvested at the Effective Time.
- (16) The option provides for vesting in equal annual installments on March 2, 2017, March 2, 2018, March 2, 2019 and March 2, 2020.
- (17) All of these options remained unvested at the Effective Time.
- (18) The option provides for vesting in equal annual installments on March 2, 2018, March 2, 2019, March 2, 2020 and March 2, 2021.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sharff Richard L. Jr. C/O SURGICAL CARE AFFILIATES, INC. 510 LAKE COOK ROAD, SUITE 400 DEERFIELD, IL 60015			General Counsel	

Signatures

/s/ Richard L. Sharff, Jr.

3/24/2017

**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 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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