

# **SURGICAL CARE AFFILIATES, INC.**

Reported by  
**HAYEK ANDREW P**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/07/17 for the Period Ending 03/06/17

Address	510 LAKE COOK ROAD SUITE 400 DEERFIELD, IL 60015
Telephone	847-236-0921
CIK	0001411574
Symbol	SCAI
Fiscal Year	12/31

# FORM 4

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

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## 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)		
<b>HAYEK ANDREW P</b>			<b>Surgical Care Affiliates, Inc. [ SCAI ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
			<b>3/6/2017</b>					
C/O SURGICAL CARE AFFILIATES, INC., 510 LAKE COOK ROAD, SUITE 400			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
DEERFIELD, IL 60015								
(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	3/6/2017		M		3124	A	\$11.18	311825 (1)	I	See Explanation of Responses (2)
Common Stock	3/6/2017		S (3)		3124	D	\$56.91 (4)	308701 (1)	I	See Explanation of Responses (2)
Common Stock								22556	I	By Spouse of Reporting Person

**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	\$11.18	3/6/2017		M		3124		(5)	3/24/2020	Common Stock	3124	\$0	98729	I	See Explanation of Responses (2)
Options to Purchase Common Stock	\$8.72							(6)	3/24/2020	Common Stock	43902		43902	I	See Explanation of Responses (2)
Options to Purchase Common Stock	\$12.41							(7)	5/6/2023	Common Stock	182926		182926	I	See Explanation of Responses (2)
Options to Purchase Common Stock	\$29.02							(8)	9/17/2024	Common Stock	135682		135682	I	See Explanation of Responses (2)
Options to Purchase Common Stock	\$38.35							(9)	6/4/2025	Common Stock	102113		102113	I	See Explanation of Responses (2)

**Explanation of Responses:**

- (1) Includes 256,524 shares of Common Stock underlying restricted stock units ("RSUs") of the issuer, all of which are subject to time-based vesting. As of the date hereof, 68,292 of the RSUs were vested and are settled on the earlier of the individual's termination of employment or a change in control of the issuer. The RSUs vest on the following schedule and are settled on each applicable vesting date: 19,068 RSUs vesting on June 4, 2017, 25,198 RSUs vesting on September 17, 2017, 23,568 RSUs vesting on March 2, 2018, 19,068 RSUs vesting on June 4, 2018, 25,198 RSUs vesting on September 17, 2018, 23,567 RSUs vesting on March 2, 2019, 19,067 RSUs vesting on June 4, 2019, 23,567 RSUs vesting on March 2, 2020 and 9,931 RSUs vesting on March 2, 2021.
- (2) Mr. Hayek is the sole trustee of the Andrew Hayek 2008 Living Trust, which directly owns all of the securities reported on this line.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (4) This price represents the weighted average sale price (rounded to the nearest cent) for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$56.86 to \$57.04. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares sold at each separate price.
- (5) This line contains a combination of both time-based and performance-based options which, as of September 16, 2013, were fully vested.
- (6) All of the options are time-based options which, as of March 24, 2015, were fully vested.
- (7) The option provides for vesting in equal annual installments on May 6, 2014, May 6, 2015, May 6, 2016 and May 6, 2017.
- (8) The option provides for vesting in equal annual installments on September 17, 2015, September 17, 2016, September 17, 2017 and September 17, 2018.
- (9) The option provides for vesting in equal annual installments on June 4, 2016, June 4, 2017, June 4, 2018 and June 4, 2019.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>HAYEK ANDREW P C/O SURGICAL CARE AFFILIATES, INC. 510 LAKE COOK ROAD, SUITE 400 DEERFIELD, IL 60015</b>	<b>X</b>		<b>Chief Executive Officer</b>	

**Signatures**

/s/ Richard L. Sharff, Jr., by power of attorney

3/7/2017

\*\*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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