

SURGICAL CARE AFFILIATES, INC.

FORM SC 14D9/A (Amended Statement of Ownership: Solicitation)

Filed 03/10/17

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

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

SCHEDULE 14D-9

**SOLICITATION/RECOMMENDATION STATEMENT
UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)**

Surgical Care Affiliates, Inc.
(Name of Subject Company)

Surgical Care Affiliates, Inc.
(Name of Person(s) Filing Statement)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

86881L106
(CUSIP Number of Common Stock)

Andrew P. Hayek
Chairman, President and Chief Executive Officer
Surgical Care Affiliates, Inc.
510 Lake Cook Road, Suite 400
Deerfield, Illinois 60015
(847) 236-0921

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications
on Behalf of the Person(s) Filing Statement)

With copies to:

Paul J. Shim, Esq.
James E. Langston, Esq.
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, New York 10006
(212) 225-2000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 3 (this "Amendment") amends and supplements the Solicitation / Recommendation Statement on Schedule 14D-9 (as amended from time to time, the "Schedule 14D-9") previously filed by Surgical Care Affiliates, Inc., a Delaware corporation (the "Company"), with the U.S. Securities and Exchange Commission (the "SEC") on February 21, 2017, relating to the exchange offer by Spartan Merger Sub 1, Inc., a Delaware corporation ("Purchaser") and an indirect wholly owned subsidiary of UnitedHealth Group Incorporated, a Delaware corporation ("UnitedHealth Group"), to acquire all of the outstanding shares of common stock of the Company, par value \$0.01 per share (the "Shares").

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to the items in this Amendment. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 14D-9.

Item 9. Exhibits.

The information set forth in Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following Exhibit:

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(M)	Frequently Asked Questions for use with Surgical Care Affiliates, Inc. employees (incorporated herein by reference to the Form 425 filed by Surgical Care Affiliates, Inc. with the U.S. Securities and Exchange Commission on March 10, 2017).

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 10, 2017

Surgical Care Affiliates, Inc.

By: /s/ Richard L. Sharff, Jr.

**Richard L. Sharff, Jr., Executive Vice President, General Counsel
and Corporate Secretary**