

# **SURGICAL CARE AFFILIATES, INC.**

Reported by  
**HAYEK ANDREW P**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/24/17 for the Period Ending 03/23/17

Address	510 LAKE COOK ROAD SUITE 400 DEERFIELD, IL 60015
Telephone	847-236-0921
CIK	0001411574
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# 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>C/O SURGICAL CARE AFFILIATES, INC., 520 LAKE COOK ROAD, SUITE 250</b>			<b>3/23/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>DEERFIELD, IL 60015</b>						<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	3/23/2017		F		32849 (1)	D	\$56.05	275852 (2)	I	See Explanation of Responses (3)
Common Stock	3/24/2017		U (4)		45100	D	(5)	230752 (2)	I	See Explanation of Responses (3)
Common Stock	3/24/2017		D (6)		230752	D	(7)(8)	0	I	See Explanation of Responses (3)
Common Stock	3/24/2017		D (6)		22556	D	(7)	0	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	3/24/2017		D (6)		95605		(9)	3/24/2020	Common Stock	95605	(10)	0	I	See Explanation of Responses (3)
Options to Purchase Common Stock	\$8.72	3/24/2017		D (6)		43902		(11)	3/24/2020	Common Stock	43902	(10)	0	I	See Explanation of Responses (3)
Options to Purchase Common Stock	\$12.41	3/24/2017		D (6)		182926 (12)		(13)	5/6/2023	Common Stock	182926	(10)	0	I	See Explanation of Responses (3)
Options to Purchase Common Stock	\$29.02	3/24/2017		D (6)		135682 (14)		(15)	9/17/2024	Common Stock	135682	(10)	0	I	See Explanation of Responses (3)

**Table II - Derivative Securities 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. 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 Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
<b>Options to Purchase Common Stock</b>	<b>\$38.35</b>	<b>3/24/2017</b>		<b>D</b>	<b>(6)</b>		<b>102113</b>	<b>(16)</b>	<b>(17)</b>	<b>6/4/2025</b>	<b>Common Stock</b>	<b>102113</b>	<b>(10)</b>	<b>0</b>	<b>I</b>	<b>See Explanation of Responses (3)</b>

**Explanation of Responses:**

- (1) Represents shares of Common Stock withheld by the issuer to satisfy tax withholding obligations incident to the settlement on March 23, 2017 of 68,292 previously vested restricted stock units ("RSUs") of the issuer (previously issued in accordance with Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) in connection with the merger contemplated by 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. Such deemed disposition is exempt from Section 16(b) of the Exchange Act pursuant to Rule 16b-3(e).
- (2) Includes 188,232 shares of Common Stock underlying RSUs of the issuer, all of which are subject to time-based vesting and remained unvested 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.
- (3) Mr. Hayek is the sole trustee of the Andrew Hayek 2008 Living Trust, which directly owns all of the securities reported on this line.
- (4) Disposed of in the exchange offer by Spartan Merger Sub 1, Inc. to acquire all of the outstanding shares of Common Stock, pursuant to the Merger Agreement (the "Exchange Offer").
- (5) 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.
- (6) Disposed of in the Merger, pursuant to the Merger Agreement.
- (7) 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.
- (8) Pursuant to the Merger Agreement, at the Effective Time 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 final expiration date of the Exchange Offer) rounded down to the nearest whole share (such quotient, the "Equity Award Conversion Ratio").
- (9) This line contains a combination of both time-based and performance-based options which, as of September 16, 2013, were fully vested.
- (10) 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.
- (11) All of the options are time-based options which, as of March 24, 2015, were fully vested.
- (12) Includes options for 137,194.5 shares of Common Stock that were vested prior to the Effective Time and options for 45,731.5 shares of Common Stock that remain unvested at the Effective Time.
- (13) The option provides for vesting in equal annual installments on May 6, 2014, May 6, 2015, May 6, 2016 and May 6, 2017.
- (14) Includes options for 67,841 shares of Common Stock that were vested prior to the Effective Time and options for 67,841 shares of Common Stock that remain unvested at the Effective Time.
- (15) The option provides for vesting in equal annual installments on September 17, 2015, September 17, 2016, September 17, 2017 and September 17, 2018.
- (16) Includes options for 25,528.25 shares of Common Stock that were vested prior to the Effective Time and options for 76,584.75 shares of Common Stock that remain unvested at the Effective Time.

(17) 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. 520 LAKE COOK ROAD, SUITE 250 DEERFIELD, IL 60015</b>	<b>X</b>		<b>Chief Executive Officer</b>	

**Signatures**

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

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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