

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Richards C Marc</u> _____ (Last) (First) (Middle) <u>1301 CONCORD TERRACE</u> _____ (Street) <u>SUNRISE FL 33323</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/01/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>MEDNAX, INC. [MD]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> X Officer (give title below) Other (specify below) <u>EVP, Chief Financial Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person <input type="checkbox"/>

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)
<u>Common Stock</u>	<u>23,498⁽¹⁾</u>	<u>D</u>	

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	Title	Amount or Number of Shares			
<u>Employee Stock Options (right to buy)</u>	<u>09/26/2021⁽²⁾</u>	<u>12/26/2023⁽²⁾</u>	<u>Common Stock</u>	<u>192,400</u>	<u>16.14</u>	<u>D</u>	

Explanation of Responses:

1. Represents shares of the Issuer's common stock ("Common Stock") granted pursuant to the Issuer's Amended and Restated 2008 Incentive Compensation Plan (the "2008 Plan"). Such shares are fully vested but may not be transferred until the earlier of (i) September 26, 2025 and (ii) the date of the closing of a "Change in Control" of the Issuer (as defined in the 2008 Plan), subject to certain exceptions.

2. Option to purchase shares of Common Stock granted pursuant to the 2008 Plan that vests as follows: (A) 61,500 shares are exercisable if and when the Common Stock price closes at \$22 per share (or above) for any 40 consecutive trading days before September 26, 2023 ("Performance End Date"); (B) 63,500 shares are exercisable if and when the Common Stock price closes at \$25 per share (or above) for any 40 consecutive trading days before the Performance End Date; and (C) 67,400 of the option shares are exercisable if and when the Common Stock price closes at \$29 per share (or above) for any 40 consecutive trading days before the Performance End Date; provided, that no option shares will vest prior to September 26, 2021.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Dominic J. Andreano, 10/02/2020
Attorney-in-Fact

** 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.

POWER OF ATTORNEY
For Executing Forms 3, 4, and 5

Know all men by these presents, that the undersigned hereby appoints Dominic J. Andreano with full power of substitution, the true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned SEC Forms 3, 4, and 5 relating to the undersigned's interest in the Company's securities, in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4, or 5 and the timely filing of such form with the United States Securities and Exchange Commission and any other appropriate authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in his discretion.

The undersigned hereby grants to the above attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the above attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13(d) or 16 of the Securities Exchange Act of 1937.

The authority of Dominic J. Andreano under this Power of Attorney shall continue until the undersigned is no longer required to file Forms 3, 4, or 5 with regard to the undersigned's ownership of or transactions in securities of the Company, unless earlier revoked in writing.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28th day of September 2020.

/s/ C. Marc Richards
C. Marc Richards