

**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>Hinson Roger Mack</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>09/27/2020</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres., PDX & OBX Medical Group</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

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>53,358⁽¹⁾</u>	<u>D</u>	
<u>Common Stock</u>	<u>16,279⁽²⁾</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				
<u>Employee Stock Option (right to buy)</u>	<u>09/26/2021⁽³⁾</u>	<u>12/26/2023⁽³⁾</u>	<u>Common Stock</u>	<u>144,000</u>	<u>16.14</u>	<u>D</u>

Explanation of Responses:

1. Includes an aggregate of 480 shares of the Issuer's common stock ("Common Stock") acquired to date under the Issuer's 1996 Non-Qualified Employee Stock Purchase Plan, as amended. Also includes an aggregate of 44,663 restricted shares of Common Stock granted pursuant to the Issuer's Amended and Restated 2008 Incentive Compensation Plan (the "2008 Plan"), of which (i) 10,201 shares will vest on March 1, 2021, (ii) 1,934 shares will vest on March 1, 2022, (iii) 16,264 shares will vest on September 26, 2022 and (iv) 16,264 shares will vest on September 26, 2023, in each case subject to the terms of the 2008 Plan.

2. Restricted shares of Common Stock granted pursuant to the 2008 Plan in connection with annual equity award. The number of shares being reported represents the "target" number of restricted shares and does not include the right of the reporting person to receive up to 4,070 additional shares based on the achievement of certain performance-based criteria for the twelve months ending December 31, 2020. The actual number of shares earned could be less than or greater than the target number, depending on the level of performance achieved, and all of the restricted shares granted are subject to forfeiture if minimum levels of performance are not met. Any restricted shares earned will not vest any earlier than in three equal installments on March 1, 2021, March 1, 2022 and March 1, 2023, subject to the terms of the 2008 Plan.

3. Option to purchase shares of Common Stock granted pursuant to the 2008 Plan that vests as follows: (A) 46,000 shares are exercisable if and when the Common Stock price closes at \$22 per share (or above) for any 40 consecutive trading days before the third anniversary of the grant date ("Performance End Date"); (B) 47,500 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) 50,500 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 the one-year anniversary of the grant date.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Dominic J. Andreano,
Attorney-in-Fact

09/29/2020

** 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 each of Dominic J. Andreano and C. Marc Richards, with full power of substitution, the true and lawful attorneys-in-fact to:

- (1) submit and/or execute for and on behalf of the undersigned, a Uniform Application for Access Codes to File on EDGAR on United States Securities and Exchange Commission ("SEC") Form ID, including any amendments thereto, and/or any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC, including a request to update passphrase;
- (2) execute for and on behalf of the undersigned SEC Forms 3, 4 and 5 relating to the undersigned's interest in securities of MEDNAX, Inc. (the "Company"), in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (3) 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 SEC and any other appropriate authority; and
- (4) 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 attorneys-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 attorneys-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 attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Sections 13(d) or 16 of the Securities Exchange Act of 1934' as amended.

The authority of Dominic J. Andreano and C. Marc Richards 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 25th day of September 2020.

/s/ Roger Mack Hinson, M.D.
Roger Mack Hinson, M.D.