SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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)
ORDAN MARK S	MEDNAX, INC. [MD]	X Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/30/2021	X Officer (give title below) Other (specify below)
1301 CONCORD TERRACE		Chief Executive Officer
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
SUNRISE FL 33323		X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	08/30/2021		M		95,000[1]	A	$17.65	303,425	D	
Common Stock	08/30/2021		S		95,000	D	$35.09[2]	208,425	D	

Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: 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				
Employee Stock Option (right to buy)	$17.65	08/30/2021		M			95,000	[3]	10/10/2023[3]	Common Stock	95,000	$17.65	455,331	D	

Explanation of Responses:

1. Shares acquired upon exercise of Stock Options granted pursuant to Issuer's Amended and Restated 2008 Incentive Compensation Plan (the "Plan").

2. The price reported in Column 4 is a weighted average price. The reported securities were sold in multiple transactions with prices ranging from $34.965 to $35.235 for a weighted average sales price of $35.09. The reporting person undertakes to provide the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

3. Option to purchase shares of common stock granted on July 12, 2020 ("Grant Date") under the Plan that vested as follows: (i) 175,747 shares became exercisable when the Issuer's common stock price closed at $22 per share (or above) for 40 consecutive trading days before the third anniversary of the Grant Date (the "Performance End Date"); (ii) 181,160 shares became exercisable when the Issuer's common stock price closed at $25 per share (or above) for 40 consecutive trading days before the Performance End Date; and (iii) 193,424 shares became exercisable when the Issuer's common stock price closed at $29 per share (or above) for 40 consecutive trading days before the Performance End Date, in each case subject to the reporting person's Employment Agreement and provided that no option shares vested prior to the one-year anniversary of the Grant Date.

Remarks:

/s/ Dominic J. Andreano, as Attorney-in-Fact   08/31/2021

** 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.

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.