

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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) 1301 CONCORD TERRACE  (Street) SUNRISE FL 33323  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MEDNAX, INC. [ MD ]</u>	5. 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>EVP, Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	03/01/2022		A <sup>(1)</sup>		30,502	A	\$0.00	122,572 <sup>(2)</sup>	D	
Common Stock	03/01/2022		A <sup>(3)</sup>		30,501	A	\$0.00	153,073	D	
Common Stock	03/01/2022		F <sup>(4)</sup>		6,874	D	\$23.47	146,199	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)					

**Explanation of Responses:**

- Restricted shares granted pursuant to the Issuer's Amended and Restated 2008 Incentive Compensation Plan (the "Plan"), in connection with an annual equity award. Twenty-five percent (25%) of the restricted shares will vest on March 1, 2023, twenty-five percent (25%) of the restricted shares will vest on March 1, 2024 and fifty percent (50%) of the restricted shares will vest on March 1, 2025, subject to the terms of the Plan.
- Includes 11,429 restricted shares granted pursuant to the Plan in connection with achievement in excess of target of specified performance-based criteria for the performance period from January 1, 2021 through December 31, 2021.
- Restricted shares granted pursuant to the Plan in connection with an 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 15,251 additional shares based on the achievement of certain performance-based criteria for the twelve months ending December 31, 2022. 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 installments of twenty-five percent (25%) on March 1, 2023, twenty-five percent (25%) on March 1, 2024 and fifty percent (50%) on March 1, 2025, subject to the terms of the Plan.
- Represents 6,874 restricted shares withheld for payment of taxes upon vesting of shares.

**Remarks:**

/s/ Dominic J. Andreano,  
Attorney-in-Fact 03/03/2022

\*\* 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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