

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

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| OMB APPROVAL                                 |           |
| OMB Number:                                  | 3235-0287 |
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|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>CALABRO JOSEPH M</u><br><br>(Last) (First) (Middle)<br><u>1301 CONCORD TERRACE</u><br><br>(Street)<br><u>SUNRISE FL 33323</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MEDNAX, INC. [ MD ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President and COO</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/01/2017</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                    | 06/01/2017                           |  | A                              |   | 67,398 <sup>(1)</sup>   | A          | \$0.00                   | 296,379   | D  |   |
| Common Stock                    | 06/01/2017                           |  | s <sup>(2)</sup>               |   | 23,327  | D          | \$54.9978 <sup>(3)</sup> | 262,784 <sup>(4)</sup>  | 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 |   |  |  |   |  |

Explanation of Responses:

- Restricted shares granted pursuant to the Issuer's Amended and Restated 2008 Incentive Compensation Plan, as amended, 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 16,849 additional shares based on the achievement of certain performance-based criteria for the period from April 1, 2017 through March 31, 2018. 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 June 1, 2018, June 1, 2019 and June 1, 2020.
- Sales made pursuant to Reporting Person's 10b5-1 trading plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in sixty-four (64) separate transactions with prices ranging from \$54.13 to \$55.40 for an average weighted sales price of \$54.9978. 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.
- Reflects a reduction of 10,268 in previously reported target restricted shares that were granted pursuant to the Issuer's Amended and Restated 2008 Incentive Compensation Plan, as amended, in connection with achievement of specified performance-based criteria below target for the performance period from April 1, 2016 through March 31, 2017. The decrease in restricted shares impacts the installments vesting on June 1, 2017, June 1, 2018 and June 1, 2019. The vesting of such shares remains subject to continued employment.

Remarks:

Dominic J. Andreano, 06/02/2017  
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 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.