SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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Section :	nis box if no lon 16. Form 4 or F ns may continu	orm 5	STA	TEME	ENT	Г OF	СНА	NGE	SIN	BEN	IEFICIAL	OWN	ERSH	IP	Estima	Number: ated ave per resp	erage burder	3235-0287 1 0.5		
Instructio		6. 366		Fil							es Exchange A 1pany Act of 1				nours	perresp	Jonse:	0.5		
1. Name and Address of Reporting Person [*] <u>Pitt Justin D</u>							2. Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) 4000 MERIDIAN BLVD						3. Date of Earliest Transaction (Month/Day/Year)								X Officer (give title Other (specify below) EVP and General Counsel						
					03	3/01/2	023													
(Street) FRANKLIN TN 37067					4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								 Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person 						
(City)	(Sta	ate)	(Zip)																	
		Та	able I - No	n-Deriv	vati	ve Se	ecuritie	es Acq	uired,	Disp	posed of, c	or Benet	icially C	Dwned						
1. Title of Security (Instr. 3) 2. Trans. Date (Month/L				action Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Dis Code (Instr.		4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a			5. Amount Securities Beneficially Owned Fol Reported	y	Form:	Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
									Code	v	Amount	(A) or (D)	Price	Transactio (Instr. 3 an				. ,		
Common S	Stock			03/01	03/01/2023				М		20,000(1)	A	\$0.00	159,9	,932		D			
Common S	Stock			03/01	03/01/2023				A		30,000 ⁽²⁾	Α	\$0.00	189,9	189,932		D			
Common Stock				03/01	03/01/2023				F		15,319	D	\$6.15	174,6	174,613		D			
Common Stock 03/01				1/2023				A		5,000 ⁽²⁾	A	\$0.00	20,5),553			By spouse ⁽³⁾			
Common Stock 03/01/					1/20	/2023			F		1,484	D	\$6.15	19,069				By spouse ⁽³⁾		
			Table II -								osed of, or onvertible			vned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution D if any (Month/Day	ate, T	ransaction ode (Instr.		5. Number of Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		te ear)	7. Title and of Securiti Underlying Derivative (Instr. 3 an	es J Security	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported	re es ally ig	10. Ownershij Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)		
			-		code	v	(A) (D)				Expiration Date	Title	Amount or Number of Shares		Transact (Instr. 4))			
Performance Based Restricted	\$0.00	03/01/2023			м			20,000	(1)	(1)	Common Stock	20,000	\$0.00	0		D			
Performance Based Restricted	\$0.00	03/01/2023					30,000		(4)		(4)	Common Stock	30,000	\$0.00	30,000		D			
Stock Options (Right to Buy)	\$6.15	03/01/2023			A		30,000		03/01/2024 ⁽⁵⁾		02/28/2033	Common Stock	30,000	\$0.00	30,000		D			
Performance Based Restricted	\$0.00								(6)		(6)	Common Stock	20,000		20,000		D			
Performance Based Restricted	\$0.00								(7)		(7)	Common Stock	30,000		30,000		D			
Stock Options (Right to Buy)	\$4.99								03/01/	/2020	02/28/2029	Common Stock	5,000		5,00	00	D			
Stock Options (Right to Buy)	\$4.93								03/01/	/2021	02/28/2030	Common Stock	20,000		20,00	00	D			
Stock Options (Right to Buy)	\$8.81								03/01/2	022 ⁽⁵⁾	02/28/2031	Common Stock	20,000		20,00	00	D			
Stock Options (Right to	\$10.18								03/01/2	023(5)	02/29/2032	Common Stock	30,000		30,00	00	D			

Explanation of Responses:

1. The vesting of these performance-based restricted shares was based on the attainment of certain performance objectives between 1/1/2020 and 12/31/2022 (the "2020-2022 Performance Period"). Based on the attaal level of achievement of such performance objectives for the 2020-2022 Performance Period, the award vested on March 1, 2023 at 100% of the target number of the performance-based restricted shares originally reported by the Reporting Person on 3/2/2020.

2. The time-vesting restrictions on this award of restricted stock will lapse in 1/3 increments on the first, second and third anniversary of the date of grant.

3. The Reporting Person's spouse is employed by an affiliate of the Issuer.

4. The vesting of these performance-based restricted shares is allocated to the attainment of the following pre-determined performance objectives between 1/1/2023 and 12/31/2025 (the "2023-2025 Performance")

Period"), as follows: 50% to a Cumulative Consolidated Adjusted EBITDA Growth target; and 50% to a Cumulative Same-Store Net Revenue Growth target. The target number (100%) of the total performance-based restricted shares is reported in the table set forth above. Between 0% and 200% of the portion of the target number of performance-based restricted shares allocated to each performance objective will ultimately vest on the third anniversary of the date of grant, subject to the attainment of the applicable performance objective, with the vesting percentage to be determined based upon the level of achievement with respect to the applicable performance objective during the 2023-2025 Performance Period.

5. Vesting occurs in 1/3 increments on the first, second and third anniversary of the date of grant.

6. The vesting of these performance-based restricted shares is subject to the attainment of certain performance objectives between 1/1/2021 and 12/31/2023 (the "2021-2023 Performance Period"). The target number (100%) of the total performance-based restricted shares is reported in the table set forth above. Between 0% and 200% of the portion of the target number of performance-based restricted shares allocated to each applicable performance objective will ultimately vest on the third anniversary of the date of grant, subject to the attainment of the applicable performance objective, with the vesting percentage to be determined based upon the level of achievement with respect to the applicable performance objective during the 2021-2023 Performance Period.

7. The vesting of these performance-based restricted shares is subject to the attainment of certain performance objectives between 1/1/2022 and 12/31/2024 (the "2022-2024 Performance Period"). The target number (100%) of the total performance-based restricted shares is reported in the table set forth above. Between 0% and 200% of the portion of the target number of performance-based restricted shares allocated to each applicable performance objective will ultimately vest on the third anniversary of the date of grant, subject to the attainment of the applicable performance objective, with the vesting percentage to be determined based upon the level of achievement with respect to the applicable performance objective during the 2022-2024 Performance Period.

Remarks:

<u>Christopher G. Cobb, Attorney</u> <u>in Fact for Justin D. Pitt</u> 03/02/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.