

Syneos Health, Inc.  
Form SC 13D/A  
August 13, 2018

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

Amendment No. 1 to  
SCHEDULE 13D

Under the Securities Exchange Act of 1934

---

SYNEOS HEALTH, INC.  
(Name of Issuer)

Class A Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

45329R109  
(CUSIP Number)

---

Michael J. Aiello, Esq.  
Sachin Kohli, Esq.  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, NY 10153  
(212) 310-8000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 9, 2018  
(Date of Event Which Requires Filing of this Statement)

---

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box .

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (the “Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---

CUSIP No. 45329R109 13D

NAMES OF REPORTING PERSONS

1

Thomas H. Lee Advisors, LLC

CHECK THE APPROPRIATE BOX IF (a)  
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E):

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

SHARED VOTING POWER

8

19,239,664

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

19,239,664

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

11

19,239,664

12 CHECK IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

18.70% (1)

14 TYPE OF REPORTING PERSON  
OO

(1) The percent of class was calculated based on 102,911,079 shares of Class A common stock outstanding as of August 6, 2018, as disclosed in the Issuer's prospectus supplement filed with the SEC on August 8, 2018.

---

CUSIP No. 45329R109 13D

NAMES OF REPORTING PERSONS

1

Thomas H. Lee Equity Fund VI, L.P.

CHECK THE APPROPRIATE BOX IF (a)  
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E):

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

SHARED VOTING POWER

8

3,029,630

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

3,029,630

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

11

3,029,630

12 CHECK IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

2.94% (1)

14 TYPE OF REPORTING PERSON  
PN

(1) The percent of class was calculated based on 102,911,079 shares of Class A common stock outstanding as of August 6, 2018, as disclosed in the Issuer's prospectus supplement filed with the SEC on August 8, 2018.

---

CUSIP No. 45329R109 13D

NAMES OF REPORTING PERSONS

1 Thomas H. Lee Parallel (DT) Fund VI,  
L.P.

CHECK THE APPROPRIATE BOX IF (a)  
2 A MEMBER OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E):

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

8 SHARED VOTING POWER

358,357

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

10

358,357

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

358,357

12 CHECK IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

0.35% (1)

14 TYPE OF REPORTING PERSON  
PN

(1) The percent of class was calculated based on 102,911,079 shares of Class A common stock outstanding as of August 6, 2018, as disclosed in the Issuer's prospectus supplement filed with the SEC on August 8, 2018.

---



CUSIP No. 45329R109 13D

NAMES OF REPORTING PERSONS

1

THL Operating Partners, L.P.

CHECK THE APPROPRIATE BOX IF (a)  
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E):

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

SHARED VOTING POWER

8

5,399

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

5,399

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

11

5,399

12 CHECK IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

0.01% (1)

14 TYPE OF REPORTING PERSON  
PN

(1) The percent of class was calculated based on 102,911,079 shares of Class A common stock outstanding as of August 6, 2018, as disclosed in the Issuer's prospectus supplement filed with the SEC on August 8, 2018.

---

CUSIP No. 45329R109 13D

NAMES OF REPORTING PERSONS

1

Great-West Investors, L.P.

CHECK THE APPROPRIATE BOX IF (a)  
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E):

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

SHARED VOTING POWER

8

15,515

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

15,515

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

11

15,515

12 CHECK IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

0.02% (1)

14 TYPE OF REPORTING PERSON  
PN

(1) The percent of class was calculated based on 102,911,079 shares of Class A common stock outstanding as of August 6, 2018, as disclosed in the Issuer's prospectus supplement filed with the SEC on August 8, 2018.

---

CUSIP No. 45329R109 13D

NAMES OF REPORTING PERSONS

1 Putnam Investments Employees'  
Securities Company III, LLC

CHECK THE APPROPRIATE BOX IF (a)  
2 A MEMBER OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E):

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

8 SHARED VOTING POWER

15,502

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

15,502

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

15,502

12 CHECK IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

0.02% (1)

14 TYPE OF REPORTING PERSON  
OO

(1) The percent of class was calculated based on 102,911,079 shares of Class A common stock outstanding as of August 6, 2018, as disclosed in the Issuer's prospectus supplement filed with the SEC on August 8, 2018.

---

CUSIP No. 45329R109 13D

NAMES OF REPORTING PERSONS

1

THL Coinvestment Partners, L.P.

CHECK THE APPROPRIATE BOX IF (a)  
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E):

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

SHARED VOTING POWER

8

28,433

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

28,433

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

11

28,433

12 CHECK IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

0.03% (1)

14 TYPE OF REPORTING PERSON  
PN

(1) The percent of class was calculated based on 102,911,079 shares of Class A common stock outstanding as of August 6, 2018, as disclosed in the Issuer's prospectus supplement filed with the SEC on August 8, 2018.

---



CUSIP No. 45329R109 13D

NAMES OF REPORTING PERSONS

1

Thomas H. Lee Parallel Fund VI, L.P.

CHECK THE APPROPRIATE BOX IF (a)  
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E):

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

SHARED VOTING POWER

8

2,051,504

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

2,051,504

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

11

2,051,504

12 CHECK IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

1.99% (1)

14 TYPE OF REPORTING PERSON  
PN

(1) The percent of class was calculated based on 102,911,079 shares of Class A common stock outstanding as of August 6, 2018, as disclosed in the Issuer's prospectus supplement filed with the SEC on August 8, 2018.

---

CUSIP No. 45329R109 13D

NAMES OF REPORTING PERSONS

1  
THL Equity Fund VII Investors  
(inVentiv), L.P.

CHECK THE APPROPRIATE BOX IF (a)  
A MEMBER OF A GROUP

2  
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E):

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7  
0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

SHARED VOTING POWER

8  
9,323,549

SOLE DISPOSITIVE POWER

9  
0

SHARED DISPOSITIVE POWER

10  
9,323,549

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

11

9,323,549

12 CHECK IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

9.06% (1)

14 TYPE OF REPORTING PERSON  
PN

(1) The percent of class was calculated based on 102,911,079 shares of Class A common stock outstanding as of August 6, 2018, as disclosed in the Issuer's prospectus supplement filed with the SEC on August 8, 2018.

---

CUSIP No. 45329R109 13D

NAMES OF REPORTING PERSONS

1

Thomas H. Lee Equity Fund VII, L.P.

CHECK THE APPROPRIATE BOX IF (a)  
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E):

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

SHARED VOTING POWER

8

1,429,259

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

1,429,259

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

11

1,429,259

12 CHECK IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

1.39% (1)

14 TYPE OF REPORTING PERSON  
PN

(1) The percent of class was calculated based on 102,911,079 shares of Class A common stock outstanding as of August 6, 2018, as disclosed in the Issuer's prospectus supplement filed with the SEC on August 8, 2018.

---

CUSIP No. 45329R109 13D

NAMES OF REPORTING PERSONS

1

Thomas H Lee Parallel Fund VII, L.P.

CHECK THE APPROPRIATE BOX IF (a)  
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E):

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

SHARED VOTING POWER

8

1,127,743

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

1,127,743

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

11

1,127,743

12 CHECK IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

1.10% (1)

14 TYPE OF REPORTING PERSON  
PN

(1) The percent of class was calculated based on 102,911,079 shares of Class A common stock outstanding as of August 6, 2018, as disclosed in the Issuer's prospectus supplement filed with the SEC on August 8, 2018.

---



CUSIP No. 45329R109 13D

NAMES OF REPORTING PERSONS

1 Thomas H. Lee Parallel (Cayman) Fund  
VII, L.P.

CHECK THE APPROPRIATE BOX IF (a)  
2 A MEMBER OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E):

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

CAYMAN ISLANDS

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

8 SHARED VOTING POWER

1,511,529

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

10

1,511,529

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

1,511,529

12 CHECK IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

1.47% (1)

14 TYPE OF REPORTING PERSON  
PN

(1) The percent of class was calculated based on 102,911,079 shares of Class A common stock outstanding as of August 6, 2018, as disclosed in the Issuer's prospectus supplement filed with the SEC on August 8, 2018.

---

CUSIP No. 45329R109 13D

NAMES OF REPORTING PERSONS

1

THL Executive Fund VII, L.P.

CHECK THE APPROPRIATE BOX IF (a)  
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E):

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

SHARED VOTING POWER

8

125,282

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

125,282

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

11

125,282

12 CHECK IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

0.12% (1)

14 TYPE OF REPORTING PERSON  
PN

(1) The percent of class was calculated based on 102,911,079 shares of Class A common stock outstanding as of August 6, 2018, as disclosed in the Issuer's prospectus supplement filed with the SEC on August 8, 2018.

---

CUSIP No. 45329R109 13D

NAMES OF REPORTING PERSONS

1  
THL Fund VII Coinvestment Partners,  
L.P.

CHECK THE APPROPRIATE BOX IF (a)  
2 A MEMBER OF A GROUP

(b)

3  
SEC USE ONLY

4  
SOURCE OF FUNDS

OO

5  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E):

6  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

DELAWARE

SOLE VOTING POWER

7  
0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

8  
SHARED VOTING POWER

217,962

9  
SOLE DISPOSITIVE POWER

0

10  
SHARED DISPOSITIVE POWER

217,962

11  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

217,962

12 CHECK IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

0.21%

14 TYPE OF REPORTING PERSON  
PN

(1) The percent of class was calculated based on 102,911,079 shares of Class A common stock outstanding as of August 6, 2018, as disclosed in the Issuer's prospectus supplement filed with the SEC on August 8, 2018.

---

This Amendment No. 1 (“Amendment No. 1”) amends and supplements the statement on Schedule 13D originally filed by the Reporting Persons on August 10, 2017 (the “Schedule 13D”). Unless otherwise indicated, each capitalized term used but not defined in this Amendment No. 1 shall have the meaning assigned to such term in the Schedule 13D.

Item 1. Security and Issuer

This Schedule 13D relates to the Reporting Persons’ (as defined in Item 2) beneficial ownership interest in the Class A Common Stock, par value \$0.01 per share (the “Syneos Common Stock”), of Syneos Health, Inc. (the “Issuer”). The address of the principal executive office of the Issuer is 3201 Beechleaf Court, Suite 600, Raleigh, North Carolina 27604.

Item 4. Purpose of Transaction

Item 4 is supplemented as follows:

On August 9, 2018, Thomas H. Lee Equity Fund VI, L.P., Thomas H. Lee Parallel Fund VI, L.P., Thomas H. Lee Parallel (DT) Fund VI, L.P., Great-West Investors, L.P., Putnam Investments Employees’ Securities Company III, LLC, THL Coinvestment Partners, L.P. and THL Operating Partners, L.P. (the “THL Selling Stockholders”) sold 6,000,000 shares of Syneos Common Stock to Morgan Stanley & Co. LLC (“Morgan Stanley”) at a price of \$49.73 per share in a registered offering (the “Offering”). The Offering closed on August 9, 2018.

In connection with the Offering, the THL Funds entered into a lock-up agreement (a “Lock-up Agreement”) with Morgan Stanley. Under the Lock-up Agreement, the THL Funds generally agreed, subject to certain exceptions, not to sell, transfer or otherwise dispose of any shares of Syneos Common Stock or securities convertible into, or exchangeable or exercisable for, shares of Syneos Common Stock, for 30 days after the date of the final prospectus relating to the Offering without first obtaining the written consent of Morgan Stanley. The Lock-up Agreement is filed as Exhibit 99.3 hereto.

Item 5. Interest in Securities of the Issuer

(a)(b) As of the date hereof, the Reporting Persons beneficially own, in the aggregate, 19,239,664 shares of Syneos Common Stock, which represents 18.70% of Syneos Common Stock issued and outstanding. The following table sets forth the number and percentage of Syneos Common Stock owned by each Reporting Persons named in Item 2 of this Schedule 13D. The percentage of Syneos Common Stock owned was calculated based upon 102,911,079 shares outstanding as of August 6, 2018, as disclosed to the Reporting Persons by the Issuer.

Reporting Persons	Number of Shares Beneficially Owned	Percentage of Common Stock	
Thomas H. Lee Advisors, LLC	19,239,664	18.70	%
Thomas H. Lee Equity Fund VI, L.P.	3,029,630	2.94	%
Thomas H. Lee Parallel (DT) Fund VI, L.P.	358,357	0.35	%
THL Operating Partners, L.P.	5,399	0.01	%
Great-West Investors, L.P.	15,515	0.02	%
Putnam Investments Employees’ Securities Company III, LLC	15,502	0.02	%

Edgar Filing: Syneos Health, Inc. - Form SC 13D/A

THL Coinvestment Partners, L.P.	28,433	0.03	%
Thomas H. Lee Parallel Fund VI, L.P.	2,051,504	1.99	%
THL Equity Fund VII Investors (Inventiv), L.P.	9,323,549	9.06	%
Thomas H. Lee Equity Fund VII, L.P.	1,429,259	1.39	%
Thomas H. Lee Parallel Fund VII, L.P.	1,127,743	1.10	%
Thomas H. Lee Parallel (Cayman) Fund VII, L.P.	1,511,529	1.47	%
THL Executive Fund VII, L.P.	125,282	0.12	%
THL Fund VII Coinvestment Partners, L.P.	217,962	0.21	%

---



Edgar Filing: Syneos Health, Inc. - Form SC 13D/A

On account of the THL Stockholders' Agreement (as defined and more fully described in Item 6 of the Schedule 13D), the Reporting Persons may be deemed to constitute a "group" (within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")).

(c) Other than the Offering, no Reporting Person has entered into any transactions in the securities of the Issuer within the last 60 days.

(d)(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby supplemented by adding the following immediately after the final paragraph thereof:

In connection underwritten sale of Syneos Common Stock described in Item 4 of this Amendment No. 1, the Reporting Persons agreed in the underwriting agreement to customary restrictions on sales of securities in a Lock-up Agreement for a specified period of time following the underwritten sale. The underwriting agreement is filed as Exhibit 99.4 hereto.

Item 7. Material to Be Filed as Exhibits

99.3\*Lock-Up Agreement, dated August 6, 2018, between Morgan Stanley and the THL Funds.

Underwriting Agreement, dated August 6, 2018, between Morgan Stanley and the THL Selling Stockholders  
99.4 (incorporated by reference to Exhibit 1.1 of the Current Report on Form 8-K filed by Syneos Health, Inc. with the Securities and Exchange Commission on August 8, 2018).

---

\*Filed herewith.

---

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 13, 2018 THOMAS H. LEE ADVISORS, LLC  
By: THL Holdco, LLC,  
its Managing Member

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

Date: August 13, 2018 THOMAS H. LEE EQUITY FUND VI, L.P.  
THOMAS H. LEE PARALLEL FUND VI, L.P.  
THOMAS H. LEE PARALLEL (DT) FUND VI, L.P.  
By: THL Equity Advisors VI, LLC,  
its General Partner  
By: Thomas H. Lee Partners, L.P.,  
its Sole Member  
By: Thomas H. Lee Advisors, LLC,  
its General Partner  
By: THL Holdco, LLC,  
its Managing Member

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

Date: August 13, 2018 THL OPERATING PARTNERS, L.P.  
THL COINVESTMENT PARTNERS, L.P.  
THL FUND VII COINVESTMENT PARTNERS, L.P.  
By: Thomas H. Lee Partners, L.P.,  
its General Partner  
By: Thomas H. Lee Advisors, LLC,  
its General Partner  
By: THL Holdco, LLC,  
its Managing Member

By: /s/ Charles P. Holden  
Name: Charles P. Holden  
Title: Managing Director

---

Date: August 13, 2018 GREAT-WEST INVESTORS, L.P.

By: Thomas H. Lee Advisors, LLC,  
Attorney-in-Fact

By: THL Holdco, LLC,  
its Managing Member

By: /s/ Charles P. Holden

Name: Charles P. Holden

Title: Managing Director

Date: August 13, 2018 PUTNAM INVESTMENTS EMPLOYEES' SECURITIES COMPANY III, LLC

By: Putnam Investments Holdings, LLC,  
its Managing Member

By: Putnam Investments, LLC,  
its Managing Member

By: Thomas H. Lee Advisors, LLC,  
Attorney-in-Fact

By: THL Holdco, LLC,  
its Managing Member

By: /s/ Charles P. Holden

Name: Charles P. Holden

Title: Managing Director

---

Date: August 13, 2018 THL EQUITY FUND VII INVESTORS (INVENTIV), L.P.  
THOMAS H. LEE EQUITY FUND VII, L.P.  
THOMAS H. LEE PARALLEL FUND VII, L.P.  
THOMAS H. LEE PARALLEL (CAYMAN) FUND VII, L.P.  
THL EXECUTIVE FUND VII, L.P.

By: THL Equity Advisors VII, LLC,  
its General Partner

By: Thomas H. Lee Partners, L.P.,  
its Sole Member

By: Thomas H. Lee Advisors, LLC,  
its General Partner

By: THL Holdco, LLC,  
its Managing Member

By: /s/ Charles P. Holden

Name: Charles P. Holden

Title: Managing Director