

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

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 * <u>Rodriguez Javier</u> (Last) (First) (Middle) <u>C/O DAVITA INC.</u> <u>2000 16TH STREET</u> (Street) <u>DENVER CO 80202</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>DAVITA INC. [DVA]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/23/2020</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 | | | | |

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 | | | | | |
| Stock Appreciation Rights | \$67.8 | 01/23/2020 ⁽¹⁾ | | A | | 2,500,000 | | (2) | 11/04/2024 | Common Stock | \$0 | 2,500,000 | D | |

Explanation of Responses:

- This award was approved by the Compensation Committee of DaVita's Board of Directors on November 4, 2019, subject to stockholder approval to amend its 2011 Incentive Award Plan ("Plan Amendment"). DaVita's stockholder's approved the Plan Amendment on January 23, 2020.
- 50% will vest on each of November 4, 2022, and November 4, 2023, subject to continued service through each applicable vesting date.

Remarks:

Exhibit List. Exhibit 24 - Power of Attorney

Stephanie Berberich, Attorney-in-Fact 01/24/2020

** 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.

POWER OF ATTORNEY

The undersigned, Javier J. Rodriguez ("Filer"), hereby constitutes and appoints each of *Kathleen A. Waters, Samantha A. Caldwell, Stephanie N. Berberich and Ryan Fujikawa*, any of them signing singly and with full power of substitution, as Filer's true and lawful attorney-in-fact (each hereinafter referred to as "Attorney-in-Fact") to:

1. prepare, execute in Filer's name and on Filer's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC"), a Form ID application, including any amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling Filer to make electronic filings with the SEC of reports required by Section 16(a) ("Section 16") of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation of the SEC;
2. execute for and on behalf of Filer, in Filer's capacity as a member of the Board of Directors and/or an executive officer of DaVita Inc. (the "Company"), Forms 3, 4 and 5, including any amendments thereto (the "Forms"), in accordance with the Exchange Act, or any rule or regulation of the SEC;
3. do and perform any and all acts for and on behalf of Filer which may be necessary or desirable to complete the execution of any Forms, and timely file them with the SEC and any stock exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, Filer, it being understood that the documents executed by such Attorney-in-Fact on behalf of Filer pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such Attorney-in-Fact may approve in their discretion.

The undersigned hereby grants to Attorney-in-Fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, to the extent Filer might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such Attorney-in-Fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

Filer acknowledges that Attorney-in-Fact, in serving in such capacity at the request of Filer, is not assuming any of Filer's responsibilities to comply with Section 16.

This Power of Attorney shall be effective on the date set forth below and shall continue in full force and effect until the date on which Filer is no longer required to file Forms with respect to Filer's holdings of, and transactions in, securities issued by the Company, unless earlier revoked by Filer in a signed writing delivered to Attorney-in-Fact.

IN WITNESS WHEREOF, Filer has caused this Power of Attorney to be executed as of the 2nd day of October, 2019.

/s/ Javier J. Rodriguez
Javier J. Rodriguez