

Alphatec Holdings, Inc.
Form 4
June 09, 2006

FORM 4

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

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HGP LLC

(Last) (First) (Middle)

C/O HEALTHPOINTCAPITAL, 505
PARK AVENUE, 12TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Alphatec Holdings, Inc. [ATEC]

3. Date of Earliest Transaction
(Month/Day/Year)
06/07/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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		
Series B Preferred Stock	06/07/2006		J		4,000,000	D	<u>(1)</u> 0	I	See footnote <u>(2)</u>
Common Stock	06/07/2006		J		1,540,608	A	<u>(1)</u> 1,540,608	I	See footnote <u>(2)</u>
New Redeemable Preferred Stock	06/07/2006		J		1,327,354	A	<u>(1)</u> 1,327,354	I	See footnote <u>(2)</u>
Common	06/07/2006		C		11,633,430	A	<u>(3)</u> 13,174,038	I	See

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Stock								footnote (2)
Common Stock	06/07/2006	J	152,368	A	(4)	13,326,406	I	See footnote (2)
New Redeemable Preferred Stock	06/07/2006	J	131,277	A	(4)	1,458,631	I	See footnote (2)

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B Common Stock	<u>(5)</u>	06/07/2006		C		3,258,664		<u>(5)</u>	<u>(5)</u>	Common Stock	11,633,4

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HGP LLC
C/O HEALTHPOINTCAPITAL
505 PARK AVENUE, 12TH FLOOR
NEW YORK, NY 10022

X

Signatures

/s/ Daren Graham,
Attorney-in-fact

06/09/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) The Series B Preferred Stock was redeemed by the Issuer upon the closing of the Issuer's initial public offering for 1,540,608 shares of Common Stock, 1,327,354 shares of New Redeemable Preferred Stock and cash.
- (2) Such shares are held by HealthpointCapital Partners, L.P., of which the Reporting Person is the general partner. The Reporting Person disclaims beneficial ownership of these shares except as to the extent of its pecuniary interest in such shares.
- (3) Each share of Series B Common Stock converted into common stock on a 3.57-for-1 basis effective upon the closing of the Issuer's initial public offering.
- (4) In payment of dividends accrued on the Series B Common Stock, the Reporting Person received 152,368 shares of Common Stock, 131,277 shares of New Redeemable Preferred Stock and cash.
- (5) There is no expiration date. Each share of Series B Common Stock converted into common stock on a 3.57-for-1 basis effective upon the closing of the Issuer's initial public offering.

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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