

Northcutt Trent
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 *
Northcutt Trent

(Last) (First) (Middle)

C/O ALPHATEC HOLDINGS,
INC., 2051 PALOMAR AIRPORT
ROAD

(Street)

CARLSBAD, CA 92011

(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 _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below) below)
VP, Sales

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(A) Code (Instr. 8)	4. Securities Acquired 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 Ownership Indirect Beneficial (Instr. 4)
Common Stock ⁽⁴⁾	06/07/2006		C	83,712 A <u>(5)</u>	83,712	D	
Common Stock	06/07/2006		J	1,543 A <u>(6)</u>	85,255	D	
New Redeemable Preferred Stock	06/07/2006		J	1,330 A <u>(6)</u>	1,330	D	
Series A-1 Preferred	06/07/2006		J	26,000 D <u>(7)</u>	0	D	

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Stock

Common Stock	06/07/2006	J	10,045	A	<u>(7)</u>	95,300	D
New Redeemable Preferred Stock	06/07/2006	J	8,654	A	<u>(7)</u>	9,984	D
Common Stock	06/07/2006	P	3,333	A	\$ 9	98,633	D

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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series A-1 Common Stock	(3)	06/07/2006		C			23,449	(3)	(3)	Common Stock
Employee Stock Option (Right to buy)	\$ 17	06/07/2006		J(1)	V		3,000	01/06/2007(2)	01/06/2016	Series A-1 Common Stock
Employee Stock Option (Right to buy)	\$ 4.76	06/07/2006		J(1)	V	10,710		01/06/2007(2)	01/06/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Northcutt Trent
C/O ALPHATEC HOLDINGS, INC.
2051 PALOMAR AIRPORT ROAD
CARLSBAD, CA 92011

VP, Sales

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) Pursuant to a reclassification exempt under Rule 16b-7, each option to purchase shares of Series A-1 Common Stock was reclassified as an option to purchase common stock on a 3.57-for-1 basis effective upon the closing of the Issuer's initial public offering.
- (2) The option was granted on 1/6/06. The option vests over five years, with 1/5th of the option vesting on each anniversary of the grant date.
- (3) There is no expiration date. Each share of Series A-1 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) Of these 83,712 shares, 42,840 shares are subject to a 5-year lapsing repurchase right of the Issuer, which will lapse in annual installments on the anniversary of the grant date.
- (5) Each share of Series A-1 Common Stock converted into common stock on a 3.57-for-1 basis effective upon the closing of the Issuer's initial public offering.
- (6) In payment of dividends accrued on the Series A-1 Common Stock, the Reporting Person received 1,543 shares of Common Stock, 1,330 shares of New Redeemable Preferred Stock and cash.
- (7) The Series A-1 Preferred Stock was redeemed by the Issuer upon the closing of the Issuer's initial public offering for 10,045 shares of Common Stock, 8,654 shares of New Redeemable Preferred Stock and cash.

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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