

Northcutt Trent
Form 4
June 09, 2006

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 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

(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
 Officer (give title below) Other (specify below)
VP, Sales

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Disposed of (A) or (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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| 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 | <u>(3)</u> | 06/07/2006 | | C | | 23,449 | <u>(3)</u> | <u>(3)</u> | | Common Stock |
| Employee Stock Option (Right to buy) | \$ 17 | 06/07/2006 | | <u>J</u> ⁽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 | | <u>J</u> ⁽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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