

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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HealthpointCapital Partners LP

(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)
Series B Preferred Stock	06/07/2006		J	4,000,000	D <u>1</u> 0	D	
Common Stock	06/07/2006		J	1,540,608	A <u>1</u> 1,540,608	D	
New Redeemable Preferred Stock	06/07/2006		J	1,327,354	A <u>1</u> 1,327,354	D	
Common Stock	06/07/2006		C	11,633,430	A <u>2</u> 13,174,038	D	

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Common Stock	06/07/2006	J	152,368	A	<u>(3)</u>	13,326,406	D
New Redeemable Preferred Stock	06/07/2006	J	131,277	A	<u>(3)</u>	1,458,631	D

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

**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 control number.**

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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>(4)</u>	06/07/2006		C	3,258,664	<u>(4)</u>	<u>(4)</u>	Common Stock	11,633,4

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HealthpointCapital Partners LP C/O HEALTHPOINTCAPITAL 505 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10022	X

## Signatures

/s/ Daren  
Graham 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)

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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) 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.
- (3) 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.
- (4) 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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