

Alphatec Holdings, Inc.  
Form 4  
June 09, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
HGP LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O HEALTHPOINTCAPITAL, 505  
PARK AVENUE, 12TH FLOOR

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

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

**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                                          | See footnote <u>(2)</u> |
| Common Stock                    | 06/07/2006                           |                                                    | J                              |                                                                   | 1,540,608                                                                                     | A                                                        | <u>(1)</u> 1,540,608                                  | See footnote <u>(2)</u> |
| New Redeemable Preferred Stock  | 06/07/2006                           |                                                    | J                              |                                                                   | 1,327,354                                                                                     | A                                                        | <u>(1)</u> 1,327,354                                  | See footnote <u>(2)</u> |
| Common                          | 06/07/2006                           |                                                    | C                              |                                                                   | 11,633,430                                                                                    | A                                                        | <u>(3)</u> 13,174,038                                 | See                     |

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

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                 |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                              | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title           | Amount or<br>Number of<br>Shares |
| Series B<br>Common<br>Stock                         | <u>(5)</u>                                                         | 06/07/2006                              |                                                             | C                                    | 3,258,664                                                                                              | <u>(5)</u>                                                     | <u>(5)</u>                                                          | Common<br>Stock | 11,633,4                         |

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships |           |         |       |
|----------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                        | Director      | 10% Owner | Officer | Other |
| HGP LLC<br>C/O HEALTHPOINTCAPITAL<br>505 PARK AVENUE, 12TH FLOOR<br>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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.