

Alphatec Holdings, Inc.
Form 4
June 09, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

SEC 1474
(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. 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.