Alphatec Holdings, Inc.

Form 3 June 02, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION FORM 3 Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

À Bellucci Herbert J

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

06/02/2006

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Alphatec Holdings, Inc. [ATEC]

4. Relationship of Reporting Person(s) to Issuer

Filed(Month/Day/Year)

5. If Amendment, Date Original

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

(Street)

10% Owner Director

(Check all applicable)

_X__ Officer Other (give title below) (specify below) VP, Manufacturing

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

CARLSBAD. CAÂ 92011

(City) (State) (Zip)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Form: Direct (D) or Indirect (I)

(Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

Conversion or Exercise Price of

4.

5. Ownership Form of Derivative 6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4)

Expiration Title Exercisable Date

Amount or Number of Derivative Security: Security Direct (D)

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Shares or Indirect (I) (Instr. 5) Common (2) Series A-1 Common Stock (1) Â $12,500 \ {}^{(3)} \ \ \$ \ {}^{(2)}$ D Stock

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other Bellucci Herbert J C/O ALPHATEC HOLDINGS, INC. Â Â VP, Manufacturing Â 2051 PALOMAR AIRPORT ROAD CARLSBAD, CAÂ 92011

Signatures

/s/ Daren Graham, Esq., attorney 06/02/2006 in fact

Explanation of Responses:

**Signature of Reporting Person

- If the form is filed by more than one reporting person, see Instruction 5(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).

Date

- Series A-1 Common Stock is mandatorily convertible into common stock immediately prior to the closing of an IPO, a Qualified IPO, a Deemed Liquidation Event or the Put, each as defined in the Issuer's Amended and Restated Certificate of Incorporation.
- There is no expiration date. The Series A-1 Common Stock converts into common stock on a 3.57-for-1 basis effective upon the closing **(2)** of the Issuer's initial public offering.
- These shares are subject to a 5-year lapsing repurchase right of the Issuer, which will lapse in five equal annual installments on the (3) anniversary of the grant date.

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Remarks:

Exhibit 24 - Power of Attorney

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.

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