

Berkowitz Mortimer III
 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 *
 Berkowitz Mortimer III

(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)

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 (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	0	See footnote (2)
Common Stock	06/07/2006		J		1,540,608	A	1,540,608	See footnote (2)
New Redeemable Preferred Stock	06/07/2006		J		1,327,354	A	1,327,354	See footnote (2)

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Common Stock	06/07/2006	C	11,633,430	A	<u>(3)</u>	13,174,038	I	See 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.

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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
Berkowitz Mortimer III C/O ALPHATEC HOLDINGS, INC. 2051 PALOMAR AIRPORT ROAD CARLSBAD, CA 92011	X	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.

The shares are owned by HealthpointCapital Partners, L.P. The Reporting Person is a managing member of HGP, LLC, which is the general partner of HealthpointCapital Partners, L.P. The Reporting Person disclaims beneficial ownership of such shares except as to the extent of his 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.