

Hiscock Ronald
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 *
Hiscock Ronald

(Last) (First) (Middle)

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

(Street)

CARLSBAD, CA 92001

(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)
President & CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Series A-1 Preferred Stock | 06/07/2006 | | J | | 10,000 | D | (1) 0 |
| Common Stock | 06/07/2006 | | J | | 3,835 | A | (1) 3,835 |
| New Redeemable Preferred Stock | 06/07/2006 | | J | | 3,304 | A | (1) 3,304 |
| Common | 06/07/2006 | | C | | 444,118 | A | (5) 447,953 |

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Stock ⁽⁴⁾

| | | | | | | | | |
|--------------------------------|------------|---|----------------|---|------------|---------|---|-------------|
| Common Stock | 06/07/2006 | J | 8,762 | A | <u>(2)</u> | 456,715 | D | |
| New Redeemable Preferred Stock | 06/07/2006 | J | 7,548 | A | <u>(2)</u> | 10,852 | D | |
| Common Stock | 06/07/2006 | P | 7,777 | A | \$ 9 | 464,492 | D | |
| Common Stock | 06/07/2006 | P | 833 <u>(6)</u> | A | \$ 9 | 465,325 | I | By daughter |
| Common Stock | 06/07/2006 | P | 833 <u>(6)</u> | D | \$ 9 | 466,158 | I | By daughter |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Series | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| A-1 Common Stock | <u>(3)</u> | 06/07/2006 | | C | 124,403 | <u>(3)</u> <u>(3)</u> | Common Stock | 444,118 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hiscock Ronald C/O ALPHATEC HOLDINGS, INC. 2051 PALOMAR AIRPORT ROAD CARLSBAD, CA 92001 | X | | President & CEO | |

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 A-1 Preferred Stock was redeemed by the Issuer upon the closing of the Issuer's initial public offering for 3,835 shares of Common Stock, 3,304 shares of New Redeemable Preferred Stock and cash.
- (2) In payment of dividends accrued on the Series A-1 Common Stock, the Reporting Person received 8,762 shares of Common Stock, 7,548 shares of New Redeemable Preferred Stock and cash.
- (3) There is no expiration date. Each share of Series A-1 Common Stock converted into common stock on a 3.57-for-1 basis effective upon the closing of the Issuer's initial public offering.

The Issuer has certain repurchase rights with respect to certain of these shares. The Issuer's repurchase rights with respect to 321,300 of such shares lapse annually in equal installments, beginning on June 7, 2006 and ending on June 7, 2010. Any unvested shares of restricted stock shall become vested immediately upon a sale of the Issuer or substantially all of the Issuer's assets. In addition, the Issuer's repurchase rights with respect to 107,100 shares lapsed upon completion of the Issuer's initial public offering.
- (5) Each share of Series A-1 Common Stock converted into common stock on a 3.57-for-1 basis effective upon the closing of the Issuer's initial public offering.
- (6) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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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