

Alphatec Holdings, Inc.

Form 4

November 23, 2012

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DESAI ROHIT M

(Last) (First) (Middle)

DESAI CAPITAL  
MANAGEMENT, INC., 410 PARK  
AVENUE--SUITE 800

(Street)

NEW YORK, NY

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/25/2012

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                         |
| Restricted<br>Common<br>Stock         | 07/25/2012                              |                                                             | A                                       |                                                                            | 26,272<br>(3)                                                                                                      | \$ 0                                                                 | D                                       |

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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>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 Exercisable                                                    | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| NQ<br>Srock<br>Option                               | \$ 1.69                                                               | 07/25/2012                              |                                                             | A                                       |                                                                                                              | 21,170                                                         |     | 07/25/2013 <sup>(2)</sup>                                           | 07/25/2022         | Common<br>Stock | 21,170                              |
| NQ<br>Stock<br>Option                               | \$ 5.11                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 01/31/2009                                                          | 01/31/2018         | Common<br>Stock | 15,000                              |
| NQ<br>Stock<br>Option                               | \$ 4.78                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 07/31/2009                                                          | 07/31/2018         | Common<br>Stock | 7,500                               |
| NQ<br>Stock<br>Option                               | \$ 4.45                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 08/04/2010                                                          | 08/04/2019         | Common<br>Stock | 7,500                               |
| NQ<br>Stock<br>Options                              | \$ 2.31                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 11/04/2011 <sup>(2)</sup>                                           | 11/04/2010         | Common<br>Stock | 7,500                               |
| NQ<br>Stock<br>Options                              | \$ 2.86                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 07/27/2012 <sup>(2)</sup>                                           | 07/27/2021         | Common<br>Stock | 25,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                               | Director      | 10% Owner | Officer | Other |
| DESAI ROHIT M<br>DESAI CAPITAL MANAGEMENT, INC.<br>410 PARK AVENUE--SUITE 800<br>NEW YORK, NY | X             |           |         |       |

## Signatures

/s/ Eburn S. Garner, Esq.,  
Attorney-in-fact

11/23/2012

\*\*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) Exercise price per share

(2) The options vest in three equal tranches over three years.

(3) The shares vest in one year, with 100% of the shares vesting on the anniversary of the grant date.

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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