

K2M GROUP HOLDINGS, INC.  
Form 8-K  
February 01, 2017

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant To Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of the earliest event reported): January 26, 2017**

**K2M GROUP HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State of Incorporation)**

**001-36443**  
**(Commission File No.)**  
**600 Hope Parkway, SE**

**27-2977810**  
**(IRS Employer Identification No.)**

**Leesburg, Virginia 20175**

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**(Address of principal executive offices, including zip code)**

**Registrant's telephone number, including area code: (703) 777-3155**

**Not Applicable**

**(Former Name or Former Address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement**

On January 26, 2017, K2M Group Holdings, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Welsh, Carson, Anderson & Stowe XI, L.P. and certain related affiliates (the Selling Stockholders ) and Piper Jaffray & Co. (the Underwriter ), relating to an underwritten public offering (the Offering ) of 4,000,000 shares of the Company s common stock (the Common Stock ), par value \$0.001 per share (the Shares ), by the Selling Stockholders. Under the terms of the Underwriting Agreement, the Underwriter has a 30-day option to purchase up to 600,000 additional shares of Common Stock from the Selling Stockholders.

The Shares were sold and any additional shares of Common Stock purchased by the Underwriter under its option will be sold, pursuant to a registration statement on Form S-3 (File No. 333-204604) (including a base prospectus) filed with the Securities and Exchange Commission (the SEC ) on June 1, 2015, which was declared effective by the SEC on June 11, 2015, and a related prospectus supplement dated January 26, 2017.

The foregoing description of the Underwriting Agreement does not purport to be complete and is subject to and qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

- 1.1 Underwriting Agreement, dated January 26, 2017, by and among K2M Group Holdings, Inc., the selling stockholders named therein and Piper Jaffray & Co., as the Underwriter.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf of the undersigned hereunto duly authorized.

K2M GROUP HOLDINGS, INC.

Date: February 1, 2017

By: /s/ GREGORY S. COLE  
Name: GREGORY S. COLE  
Title: *Chief Financial Officer*

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated January 26, 2017, by and among K2M Group Holdings, Inc., the selling stockholders named therein and Piper Jaffray & Co., as the Underwriter.