

K2M GROUP HOLDINGS, INC.  
 Form 4/A  
 June 23, 2015

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KOSTUIK JOHN PHILIP MD**

2. Issuer Name and Ticker or Trading Symbol  
**K2M GROUP HOLDINGS, INC.  
 [KTWO]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O K2M GROUP HOLDINGS,  
 INC., 751 MILLER DRIVE SE**  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**06/16/2015**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Medical Officer**

**LEESBURG, VA 20175**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**06/18/2015**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 or Price		
Common Stock	06/16/2015		M		11,948 A \$ 5.73	249,019	D
Common Stock	06/16/2015		S <sup>(1)</sup>		11,948 D \$ 24.31	237,071	D
Common Stock	06/17/2015		A		10,109 A \$ 5.73	247,180	D
Common Stock	06/17/2015		S <sup>(1)</sup>		10,109 D \$ 24.28	237,071	D
	06/18/2015		M		24,900 A \$ 5.73	261,971	D

Common  
Stock

Common Stock 06/18/2015 S<sup>(1)</sup> 24,900 D \$ 24.8<sup>(3)</sup> 237,071 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 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
Stock Option (Right to Buy)	\$ 5.73	06/16/2015		M	11,948	<sup>(4)</sup> 05/14/2016	Common Stock	11,948
Stock Option (Right to Buy)	\$ 5.73	06/17/2015		M	10,109	<sup>(4)</sup> 05/14/2016	Common Stock	10,109
Stock Option (Right to Buy)	\$ 5.73	06/18/2015		M	24,900	<sup>(4)</sup> 05/14/2016	Common Stock	24,900

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOSTUIK JOHN PHILIP MD C/O K2M GROUP HOLDINGS, INC. 751 MILLER DRIVE SE LEESBURG, VA 20175	X		Chief Medical Officer	

## Signatures

/s/ Luke Miller by power of  
attorney

06/23/2015

\_\_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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.  
The price in Column 4 is a weighted average. The prices actually received ranged from \$24.19 to \$24.68. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (3) The price in Column 4 is a weighted average. The prices actually received ranged from \$24.28 to \$25.10. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (4) An option which is fully vested.

### Remarks:

This Form 4/A amends and restates the Form 4 filed by the reporting person on June 18, 2015 to report the exercise of options

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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