

Berkowitz Mortimer III
 Form 4
 June 19, 2018

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 *
 Berkowitz Mortimer III

(Last) (First) (Middle)

C/O ALPHATEC HOLDINGS, INC., 5818 EL CAMINO REAL

(Street)

CARLSBAD, CA 92008

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 06/15/2018

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	
Common Stock	06/15/2018		J ⁽¹⁾		906,431	D	\$ 0 0	Held By HealthpointCapital Partners, L.P. ⁽²⁾
Common Stock	06/15/2018		J ⁽¹⁾		1,742,546	D	\$ 0 0	Held By HealthpointCapital Partners II, L.P. ⁽²⁾
Common Stock	06/15/2018		J ⁽¹⁾		2,807	A	\$ 0 330,725 ⁽³⁾	
Common Stock	06/15/2018		J ⁽¹⁾		8,396	A	\$ 0 339,121 ⁽³⁾	
							326,985	I

Common Stock

Held By Porcupine Investment Partners, LLC (4)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Berkowitz Mortimer III C/O ALPHATEC HOLDINGS, INC. 5818 EL CAMINO REAL CARLSBAD, CA 92008	X			

Signatures

/s/ Mortimer Berkowitz III 06/19/2018

**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) This Form 4 is being filed to report (a) the pro rata distribution of 906,431 shares of the Issuer's common stock by HealthpointCapital Partners, L.P. to its limited partners for no consideration (the "Fund I Distribution"); (b) the pro rata distribution of 1,742,546 shares of

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the Issuer's common stock by HealthpointCapital Partners II, L.P. to its limited partners for no consideration (the "Fund II Distribution"); (c) the receipt of 2,807 shares of the Issuer's common stock by the Reporting Person in the Fund I Distribution as a limited partner of HealthpointCapital Partners, L.P.; and (d) the receipt of 8,396 shares of the Issuer's common stock by the Reporting Person in the Fund II Distribution as a limited partner of HealthpointCapital Partners II, L.P.

The Reporting Person is a managing member of HGP LLC, which is the general partner of HealthpointCapital Partners, L.P. In addition, the Reporting Person is a managing member of HGP II, LLC, which is the general partner of HealthpointCapital Partners II, L.P. As such,

- (2) the Reporting Person may be deemed to beneficially own the securities held by HealthpointCapital Partners, L.P. and HealthpointCapital Partners II, L.P. The Reporting Person, however, disclaims beneficial ownership of such shares except as to the extent of his pecuniary interest therein.
- (3) Includes shares owned by the Reporting Person and shares owned by the Reporting Person's spouse.

The Reporting Person is the managing member of Porcupine Investment Partners, LLC and may be deemed to beneficially own the securities

- (4) held by Porcupine Investment Partners, LLC. The Reporting Person, however, disclaims beneficial ownership of such shares except as to the extent of his pecuniary interest therein.

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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