

Bradshaw Kimberly
Form 3
June 05, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Bradshaw Kimberly
(Last) (First) (Middle)

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

(Street)

CARLSBAD,Â CAÂ 92011

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
06/02/2006

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

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

___ Director ___ 10% Owner
X Officer ___ Other
(give title below) (specify below)
VP, Physician Services

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Exercisable Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares			or Indirect (I) (Instr. 5)	
Series A-1 Common Stock	Â (1)	Â (2)	Common Stock	3,000 (3)	\$ (2)		D	Â
Employee Stock Option (Right to buy)	01/17/2007(4)	01/17/2016	Series A-1 Common Stock (5)	2,000 (5)	\$ 17 (5)		D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bradshaw Kimberly C/O ALPHATEC HOLDINGS, INC. 2051 PALOMAR AIRPORT ROAD CARLSBAD, CA 92011	Â	Â	Â VP, Physician Services	Â

Signatures

/s/ Daren Graham, Esq., attorney
in fact 06/02/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Series A-1 Common Stock is mandatorily convertible into common stock immediately prior to the closing of an IPO, a Qualified IPO, a Deemed Liquidation Event or the Put, each as defined in the Issuer's Amended and Restated Certificate of Incorporation.
- (2) There is no expiration date. The Series A-1 Common Stock converts into common stock on a 3.57-for-1 basis effective upon the closing of the Issuer's initial public offering.
- (3) These shares are subject to a 5-year lapsing repurchase right of the Issuer, which will lapse in five equal annual installments on the anniversary of the grant date.
- (4) The option was granted on 1/17/06. The option vests over five years, with 1/5th of the option vesting on each anniversary of the grant date.
- (5) Upon the closing of the Issuer's initial public offering, the shares of Series A-1 Common Stock underlying the option will automatically be converted into common stock on a 3.57-for-1 basis and the exercise price of the option will be automatically adjusted to reflect such conversion.

Â

Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.