

Valentine Keith
Form 4
January 03, 2019

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Valentine Keith

(Last) (First) (Middle)

C/O SEASPIN HOLDINGS
CORPORATION, 5770 ARMADA
DRIVE

(Street)

CARLSBAD, CA 92008

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SeaSpine Holdings Corp [SPNE]

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

12/31/2018

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)

Chief Executive Officer

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(A) Code (Instr. 8)	4. Securities Acquired 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	12/31/2018		J ⁽¹⁾	V	1,206	A	\$ 6.426 ⁽²⁾
Common Stock	01/01/2019		M		35,938	A	<u>(3)</u>
Common Stock	01/01/2019		M		27,428	A	<u>(3)</u>
Common Stock	01/01/2019		F		23,611 ⁽⁴⁾	D	\$ 18.24

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	01/01/2019		M	35,938	(5) (5)	Common Stock	35,938
Restricted Stock Units	(3)	01/01/2019		M	27,428	(6) (6)	Common Stock	27,428
Restricted Stock Units	(3)	01/01/2019		A	23,365	(7) (7)	Common Stock	23,365
Employee Stock Option (Right to Buy)	\$ 18.24	01/01/2019		A	77,881	(8) 01/01/2027	Common Stock	77,881

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Valentine Keith C/O SEASPIKE HOLDINGS CORPORATION 5770 ARMADA DRIVE CARLSBAD, CA 92008	X		Chief Executive Officer	

Signatures

/s/ Paul Benny, Attorney-in-Fact for Keith C. Valentine

01/03/2019

____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) These shares were acquired under the issuer's 2015 Employee Stock Purchase Plan (ESPP) in transactions that were exempt under Rule 16b-3(c).
- (2) In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the issuer's common stock on January 3, 2017, which was the first trading day of the applicable offering period.
- (3) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
- (4) These shares were withheld by the issuer to satisfy statutory tax withholding requirements on vesting of restricted stock units that occurred on January 1, 2019. No shares were sold in connection with this transaction.
- (5) The reporting person was granted 107,815 restricted stock units on February 2, 2017, which vest in three equal installments on each of January 1, 2018, 2019 and 2020.
- (6) The reporting person was granted 82,284 restricted stock units on March 5, 2018, which vest in three equal installments on each of January 1, 2019, 2020 and 2021.
- (7) The restricted stock units vest in three equal installments on each of January 1, 2020, 2021 and 2022.
- (8) The option vests as to 25% of the underlying shares on January 1, 2020 and the remaining 75% in twelve substantially equal quarterly installments thereafter.

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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