

Foster John
Form 4
April 22, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Foster John

(Last) (First) (Middle)

C/O HEALTHPOINT
CAPITAL, 505 PARK AVENUE,
12TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/21/2010

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	04/21/2010		S <u>(1)</u>		9,200,000	D \$ 4.75	33,331,917	I	See Footnote <u>(2)</u>
Common Stock							181,300	I	See Footnote <u>(3)</u>

See
Footnote
(2)

See
Footnote
(3)

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

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SEC 1474
(9-02)

number.

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
Foster John C/O HEALTHPOINT CAPITAL 505 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10022	X	X		

Signatures

/s/ Eburn S. Garner, Esq.,
attorney-in-fact

04/21/2010

__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 Reporting Person sold the shares upon the closing of the previously announced underwritten public offering by the Issuer and HealthpointCapital Partners, L.P. of an aggregate of 18,400,000 shares of the Issuer's common stock, consisting of 9,200,000 shares sold by the Issuer and 9,200,000 shares sold by HealthpointCapital Partners, L.P. The sales include shares sold upon exercise in full of the underwriters' over-allotment option.

(2) Includes 10,877,173 shares owned by HealthpointCapital Partners, L.P., 21,110,565 shares owned by HealthpointCapital Partners II, L.P. and 1,344,179 shares held by HCPII Co-Invest Vehicle II, L.P. The Reporting Person is a managing member of HGP, LLC, which is the general partner of HealthpointCapital Partners, L.P. and a managing member of HGP II, LLC, which is the general partner of HealthpointCapital Partners II, L.P. and HCPII Co-Invest Vehicle II, L.P. The Reporting Person disclaims beneficial ownership of such shares except as to the extent of his pecuniary interest in such shares.

(3) Includes 150,900 shares owned by John H. Foster and 30,400 shares owned by John H. Foster, trustee u/w of Virginia C. Foster. The Reporting Person is a trustee and the principal beneficiary of such trust.

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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