Alphatec Holdings, Inc.
Form S-8
May 21, 2018

As filed with the Securities and Exchange Commission on May 21, 2018

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Alphatec Holdings, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**20-2463898**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**

Alphatec Holdings, Inc.

5818 El Camino Real

Carlsbad, California 92008

(Address of Principal Executive Offices) (Zip Code)

Alphatec Holdings, Inc. 2016 Employment Inducement Award Plan

Alphatec Holdings, Inc. 2016 Equity Incentive Plan

(Full Title of the Plan)

Craig E. Hunsaker, Esq.

EVP, People & Culture and General Counsel

Alphatec Holdings, Inc.

5818 El Camino Real

Carlsbad, California 92008

(Name and Address of Agent for Service)

(760) 431-9286

(Telephone Number, Including Area Code, of Agent For Service)

Copy to:

Joshua E. Little, Esq.

Durham Jones & Pinegar, P.C.

192 E. 200 N., Third Floor

St. George, Utah 84770

(435) 674-0400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)	Smaller reporting company
	Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share[2]	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value $0.0001 per share	600,000 shares (1)	$3.38 (2)	$2,028,000.00	$252.49
Common Stock, par value $0.0001 per share	5,000,000 shares (3)	$3.38 (2)	$16,900,000.00	$2,104.05
Total shares of Common Stock, par value $0.0001 per share	5,600,000 shares		$18,928,000.00	$2,356.54

(1) Represents an additional 600,000 shares of common stock, par value $0.0001 per share (Common Stock) available for future issuance under the Alphatec Holdings, Inc. 2016 Employment Inducement Award Plan (the Inducement Plan) pursuant to an amendment to the Inducement Plan approved by the Board of Directors of Alphatec Holdings, Inc. (the Company) on March 6, 2018. The maximum number of shares which may be sold upon the exercise of such options or issuance of stock-based awards granted under the Inducement Plan are subject to adjustment in accordance with certain anti-dilution and other provisions of the Inducement Plan. Accordingly, pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement covers, in addition to the number of shares stated above, an indeterminate number of shares which may be subject to grant or otherwise issuable after the operation of any such anti-dilution and other

provisions.

(2) This estimate is made pursuant to Rules 457(c) and 457(h) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share is $3.38, which is the average of the high and low prices for the Registrant s common stock as reported on The Nasdaq Global Select Market on May 15, 2018.

(3) Represents an aggregate additional 5,000,000 shares of Common Stock available for future issuance under the Alphatec Holdings, Inc. 2016 Equity Incentive Plan (the Equity Plan and together with the Inducement Plan, the Plans) pursuant to (i) the amendment and restatement of the Equity Plan approved by the stockholders of the Company on June 15, 2017, which increased the shares of Common Stock available for issuance under the Equity Plan by 2,000,000, and (ii) an amendment to the Equity Plan approved by the Board of Directors, subject to stockholder approval, which increases the shares of Common Stock available for issuance under the Equity Plan by 3,000,000. The maximum number of shares which may be sold upon the exercise of such options or issuance of stock-based awards granted under the Equity Plan are subject to adjustment in accordance with certain anti-dilution and other provisions of the Equity Plan. Accordingly, pursuant to Rule 416 under the Securities Act, this Registration Statement covers, in addition to the number of shares stated above, an indeterminate number of shares which may be subject to grant or otherwise issuable after the operation of any such anti-dilution and other provisions.

Proposed sales to take place as soon after the effective date of the registration statement as awards granted under the above-named Plan are granted, exercised and/or distributed.

EXPLANATORY NOTE

This Registration Statement registers the offer and sale of an additional aggregate 5,600,000 shares of Common Stock for issuance under the Plans. In accordance with Instruction E to Form S-8, the contents of the following prior registration statement on Form S-8, previously filed with respect to the Plans (the Prior Registration Statements), are hereby incorporated by reference:

With respect to the Inducement Plan, the Company previously registered (i) 350,000 shares of Common Stock on Form S-8 filed with the Securities and Exchange Commission (the Commission) on October 5, 2016 (File No. 333-213981), (ii) 600,000 shares of Common Stock on Form S-8 filed with the Commission on December 12, 2016 (File No. 333-215036), (iii) 600,000 shares of Common Stock on Form S-8 filed with the Commission on March 30, 2017 (File No. 333-217055) and (iv) 1,000,000 shares of Common Stock on Form S-8 filed with the Commission on October 24, 2017 (File No. 333-221084); and

With respect to the Equity Plan, the Company previously registered 1,083,333 shares of Common Stock on Form S-8 filed with the Commission on October 5, 2016 (File No. 333-213981).

In accordance with the instructional Note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement on Form S-8 for offers of Common Stock pursuant to the Plan. The documents containing the information specified in Part I will be delivered to the participants in the Plan covered by this Registration Statement as required by Rule 428(b)(1) under the Securities Act.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

In accordance with the rules and regulations of the Commission, the information called for in Part I of Form S-8 is not being filed with or included in this Registration Statement or in a prospectus or prospectus supplement pursuant to Rule 424 of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

A list of exhibits included as part of this Registration Statement is set forth in the Exhibit Index to this Registration Statement and is incorporated herein by reference.

INDEX TO EXHIBITS FILED WITH FORM S-8 REGISTRATION STATEMENT

Exhibit Number	Exhibit Description
5.1	Opinion of Durham Jones & Pinegar, P.C., filed herewith
23.1	Consent of Independent Registered Public Accounting Firm, Ernst & Young LLP, filed herewith
23.2	Consent of Independent Registered Public Accounting Firm, Mayer Hoffman McCann P.C., filed herewith
23.3	Consent of Durham Jones & Pinegar, P.C. (included in Exhibit 5.1)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carlsbad, State of California, on May 21, 2018.

ALPHATEC HOLDINGS, INC.

By: /s/ Patrick S. Miles
Patrick S. Miles
Chairman and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Alphatec Holdings, Inc. (the **Company**), hereby severally constitute and appoint Jeffrey G. Black and Craig E. Hunsaker, and each of them singly, our true and lawful attorneys, with full power to them, and to each of them singly, to sign for us and in our names in the capacities indicated below, any and all amendments to this Registration Statement, and all other documents in connection therewith to be filed with the Securities and Exchange Commission, and generally to do all things in our names and on our behalf in such capacities to enable the Company to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	**Title(s)**	**Date**
/s/ Patrick Miles Patrick Miles	Chairman and Chief Executive Officer (Principal Executive Officer)	May 21, 2018
/s/ Jeffrey G. Black Jeffrey G. Black	EVP, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 21, 2018
/s/ Mortimer Berkowitz III Mortimer Berkowitz III	Director	May 21, 2018
/s/ Quentin Blackford Quentin Blackford	Director	May 21, 2018
/s/ Jeffrey P. Rydin	Director	May 21, 2018

Jeffrey P. Rydin		
/s/ David H. Mowry	Director	May 21, 2018
David H. Mowry		
/s/ Ward W. Woods	Director	May 21, 2018
Ward W. Woods		
/s/ Donald A. Williams	Director	May 21, 2018
Donald A. Williams		
/s/ Terry M. Rich	Director	May 21, 2018
Terry M. Rich		

/s/ James L.L. Tullis	Director	May 21, 2018
James L.L. Tullis		
/s/ Evan Bakst	Director	May 21, 2018
Evan Bakst		
/s/ Jason Hochberg	Director	May 21, 2018
Jason Hochberg		