

Alphatec Holdings, Inc.
Form 3
June 02, 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)

<p>1. Name and Address of Reporting Person * ^ Foster John (Last) (First) (Middle)</p> <p>C/O HEALTHPOINTCAPITAL, ^ 505 PARK AVENUE, 12TH FLOOR (Street)</p> <p>NEW YORK, ^ NY ^ 10022 (City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year) 06/02/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol Alphatec Holdings, Inc. [ATEC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)
Series B Preferred Stock	4,000,000	I	See Footnote ⁽¹⁾
Common Stock	3	I	See Footnote ⁽¹⁾

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

SEC 1473 (7-02)

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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)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
			Title				
Series B Common Stock	Â (2)	Â (3)	Common Stock	3,258,664	\$ (3)	I	See Footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foster John C/O HEALTHPOINTCAPITAL 505 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10022	Â X	Â X	Â	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).
- The shares are owned by HealthpointCapital Partners, L.P. The Reporting Person is a managing member of HGP, LLC, which is the
- (1) general partner of HealthpointCapital Partners, L.P. The Reporting Person disclaims beneficial ownership of such shares except as to the extent of his pecuniary interest in such shares.
 - (2) Series B 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.
 - (3) There is no expiration date. The Series B Common Stock converts into common stock on a 3.57-for-1 basis effective upon the closing of the Issuer's initial public offering.

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Remarks:

Exhibit 24 - Power of 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.