

Alphatec Holdings, Inc.
Form 4
April 12, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HGP II, LLC

(Last) (First) (Middle)

C/O HEALTHPOINT
CAPITAL, 505 PARK AVE., 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)
03/26/2010

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)
Common Stock	03/26/2010		A	V	14,423,558 A (1)	D (3)	
					Price (2)		
					22,454,744 (2)		

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

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SEC 1474 (9-02)

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

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HGP II, LLC C/O HEALTHPOINT CAPITAL 505 PARK AVE., 12TH FLOOR NEW YORK, NY 10022	X	X		
HEALTHPOINTCAPITAL PARTNERS II L P C/O HEALTHPOINTCAPITAL 505 PARK AVE., 12TH FLOOR NEW YORK, NY 10022	X	X		

Signatures

/s/ Eburn S. Garner, ESQ., attorney-in-fact for HGP II, LLC 04/12/2010
 **Signature of Reporting Person Date

/s/ Eburn S. Garner, ESQ., attorney-in-fact for HealthpointCapital Partners II, L.P. 04/12/2010
 L.P. Date
 **Signature of Reporting Person

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 Persons acquired the shares in connection with the Issuer's acquisition of Scient'x S.A. HealthpointCapital Partners II, L.P. and HCPII Co-Invest Vehicle II, L.P. received 14,423,558 and 1,344,179 shares of common stock of the Issuer, respectively, in exchange for 9,259,126 shares of common stock of Scient'x S.A. that they held indirectly in the aggregate. On the closing of the acquisition, the closing price of the Issuer's common stock was \$6.39 per share.
- (2) Such shares are held by HealthpointCapital Partners II, L.P. and HCPII Co-Invest Vehicle II, L.P. HGP II, LLC disclaims beneficial ownership of the shares except to the extent of its pecuniary interest in such shares.
- (3) This form is filed jointly by HGP II, LLC and HealthpointCapital Partners II, L.P. HGP II, LLC is the general partner of HealthpointCapital Partners II, L.P. and HCPII Co-Invest Vehicle II, L.P. and is deemed to beneficially own all of the shares held by each of HealthpointCapital Partners II, L.P. and HCPII Co-Invest Vehicle II, L.P. HGP II, LLC disclaims beneficial ownership of the shares except to the extent of its pecuniary interest in such shares. Mortimer Berkowitz III and John H. Foster, who are directors of the Issuer,

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are each a managing member of HGP II, LLC. Messrs. Berkowitz and Foster are representatives of HGP II, LLC and HealthpointCapital Partners II, L.P. on the Issuer's board of directors and each of HGP II, LLC and HealthpointCapital Partners II, L.P. is a "director by deputization."

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.