

DIXON STEPHEN T D  
Form 3  
June 05, 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)

1. Name and Address of Reporting Person \*

Â DIXON STEPHEN T D  
(Last) (First) (Middle)

C/O ALPHATEC HOLDINGS, INC., Â 2051 PALOMAR AIRPORT ROAD

(Street)

CARLSBAD, Â CA Â 92011

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
06/02/2006

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
CFO, VP and Treasurer

5. If Amendment, Date Original Filed(Month/Day/Year)

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 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)

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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 (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of

				Shares		or Indirect (1) (Instr. 5)
Employee Stock Option (Right to buy)	02/02/2007 <sup>(1)</sup>	02/02/2016	Series A-1 Common Stock <sup>(2)</sup>	35,000 <sup>(2)</sup>	\$ 17 <sup>(2)</sup>	D     ∆

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIXON STEPHEN T D C/O ALPHATEC HOLDINGS, INC. 2051 PALOMAR AIRPORT ROAD CARLSBAD, CA 92011	∆	∆	∆ CFO, VP and Treasurer	∆

## 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).
- (1) The grant date of the option was 2/2/06. The option vests over five years, with 1/5th of the option vesting on each anniversary of the grant date.
- (2) Upon the closing of the Issuer's initial public offering, the shares of Series A-1 Common Stock underlying the option will automatically be converted into common stock on a 3.57-for-1 basis and the exercise price of the option will be automatically adjusted to reflect such conversion.

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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.