

Northcutt Trent
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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Northcutt Trent | | (Month/Day/Year) | Alphatec Holdings, Inc. [ATEC] | |
| (Last) | (First) | (Middle) | 06/02/2006 | |
| C/O ALPHATEC HOLDINGS, INC., Â 2051 PALOMAR AIRPORT ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | | (Check all applicable) |
| | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | VP, Sales | |
| CARLSBAD, Â CA Â 92011 | | | | |
| (City) | (State) | (Zip) | | |
| | | 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 | | |

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 A-1 Preferred Stock | 26,000 | D | Â |

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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|-----------------------------|----------------------------|-----------|---------------------------------------|---|
| Series A-1 Common Stock | ^ (1) | ^ (2) | Common Stock | 23,449 (3) | \$ (2) | D | ^ |
| Employee Stock Option (Right to buy) | 01/06/2007(4) | 01/06/2016 | Series A-1 Common Stock (5) | 3,000 (5) | \$ 17 (5) | D | ^ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Northcutt Trent C/O ALPHATEC HOLDINGS, INC. 2051 PALOMAR AIRPORT ROAD CARLSBAD, CA 92011 | ^ | ^ | ^ VP, Sales | ^ |

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) Series A-1 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.
- (2) There is no expiration date. The Series A-1 Common Stock converts into common stock on a 3.57-for-1 basis effective upon the closing of the Issuer's initial public offering.
- (3) Of these 23,449 shares, 12,000 shares are subject to a 5-year lapsing repurchase right of the Issuer, which will lapse in five equal annual installments on the anniversary of the grant date.
- (4) The option was granted on 1/6/06. The option vests over five years, with 1/5th of the option vesting on each anniversary of the grant date. Upon the closing of the Issuer's initial public offering, the shares of Series A-1 Common Stock underlying the option will automatically
- (5) 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.

^

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.