

Plotkin Brian
Form 4
June 09, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Plotkin Brian

(Last) (First) (Middle)

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

(Street)

CARLSBAD, CA 92011

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/07/2006

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)
VP, Information Technology

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock ⁽⁴⁾	06/07/2006		C		17,850 A <u>6</u> 17,850	D	
Common Stock	06/07/2006		J		233 A <u>5</u> 18,083	D	
New Redeemable Preferred Stock	06/07/2006		J		200 A <u>5</u> 200	D	
Common Stock	06/07/2006		P		1,666 A \$ 9 19,749	D	

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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)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A-1 Common Stock	(3)	06/07/2006		C	5,000	(3)	(3)	Common Stock	17
Employee Stock Option (Right to buy)	\$ 17	06/07/2006		J ⁽¹⁾	V 2,500	01/17/2007 ⁽²⁾	01/17/2016	Series A-1 Common Stock	2
Employee Stock Option (Right to buy)	\$ 4.76	06/07/2006		J ⁽¹⁾	V 8,925	01/17/2007 ⁽²⁾	01/17/2016	Common Stock	8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Plotkin Brian C/O ALPHATEC HOLDINGS, INC. 2051 PALOMAR AIRPORT ROAD CARLSBAD, CA 92011			VP, Information Technology	

Signatures

/s/ Daren Graham,
Attorney-in-fact
06/09/2006
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) Pursuant to a reclassification exempt under Rule 16b-7, each option to purchase shares of Series A-1 Common Stock was reclassified as an option to purchase common stock on a 3.57-for-1 basis effective upon the closing of the Issuer's initial public offering.
- (2) The option was granted on 1/17/06. The option vests over five years, with 1/5th of the option vesting on each anniversary of the grant date.
- (3) There is no expiration date. Each share of Series A-1 Common Stock converted into common stock on a 3.57-for-1 basis effective upon the closing of the Issuer's initial public offering.
- (4) These shares are subject to a 5-year lapsing repurchase right of the Issuer, which will lapse in annual installments on the anniversary of the grant date.
- (5) In payment of dividends accrued on the Series A-1 Common Stock, the Reporting Person received 233 shares of Common Stock, 200 shares of New Redeemable Preferred Stock and cash.
- (6) Each share of Series A-1 Common Stock converted into common stock on a 3.57-for-1 basis effective upon the closing of the Issuer's initial public offering.

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.