

Romanoski Vicky
Form 4
June 09, 2006

FORM 4

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

OMB APPROVAL

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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 *
Romanoski Vicky

(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)
Chief Admin Ofcr, VP & Scrty

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 or Disposed of (A) or (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	06/07/2006		C		89,250 (4)	D	
Common Stock (3)	06/07/2006		J		1,558 (3)	D	
New Redeemable Preferred Stock (3)	06/07/2006		J		1,342 (3)	D	
Common Stock	06/07/2006		P		1,333 A \$ 9	D	92,141

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Common Stock	06/07/2006	P	444	A	\$ 9	92,585	D
Common Stock	06/07/2006	P	444	A	\$ 9	93,029	D

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

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(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 Securities (Instr. 3 and 4)	8. P... Der... Sec... (Ins...	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
A-1 Common Stock	(1)	06/07/2006		C	25,000	(1)	(1)	Common Stock	89,250

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Romanoski Vicky
C/O ALPHATEC HOLDINGS, INC.
2051 PALOMAR AIRPORT ROAD
CARLSBAD, CA 92011

Chief
Admin Ofcr,
VP & Scrty

Signatures

/s/ Daren Graham, 06/09/2006
Attorney-in-fact

 Signature of Reporting Person Date

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).

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- (1) 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.

The Issuer has certain repurchase rights with respect to certain of such shares. The Issuer's repurchase rights with respect to 53,550 of such shares lapse annually in equal installments, beginning on June 8, 2006 and ending on June 8, 2010. The Issuer's repurchase rights

- (2) with respect to an additional 35,700 of such shares lapse annually in equal installments, beginning on August 12, 2006 and ending on August 12, 2010. Any unvested shares of restricted stock shall become vested immediately upon a sale of the Issuer or substantially all of the Issuer's assets.
- (3) In payment of dividends accrued on the Series A-1 Common Stock, the Reporting Person received 1,558 shares of Common Stock, 1,342 shares of New Redeemable Preferred Stock and cash.
- (4) 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.

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