

ORBIMED ADVISORS LLC
 Form 4
 April 03, 2019

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 *
 ORBIMED ADVISORS LLC

2. Issuer Name and Ticker or Trading Symbol
 Xtant Medical Holdings, Inc.
 [XTNT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 601 LEXINGTON AVENUE, 54TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10022

4. 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

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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.

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|------------------------|--|----------------------|------------------|---|------------------|------------------|------------------|-----------------|--------------|-------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Warrant (right to buy) | \$ 0.01 | 04/01/2019 | A ⁽⁴⁾ | | 765,992 | | 04/01/2019 | 04/01/2029 | Common Stock | 765,992 |
| Warrant (right to buy) | \$ 0.01 | 04/01/2019 | A ⁽⁴⁾ | | 434,008 | | 04/01/2019 | 04/01/2029 | Common Stock | 434,008 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ORBIMED ADVISORS LLC 601 LEXINGTON AVENUE 54TH FLOOR NEW YORK, NY 10022 | X | X | | |
| Orbimed ROF II LLC 601 LEXINGTON AVE., 54TH FLOOR NEW YORK, NY 10022 | X | X | | |

Signatures

| | |
|---|------------|
| /s/ Sven H. Borho, Member of OrbiMed Advisors LLC | 04/03/2019 |
| __Signature of Reporting Person | Date |
| /s/ Sven H. Borho, Member of OrbiMed ROF II LLC | 04/03/2019 |
| __Signature of Reporting Person | Date |
| /s/ Carl L. Gordon, Member of OrbiMed Advisors LLC | 04/03/2019 |
| __Signature of Reporting Person | Date |
| /s/ Carl L. Gordon, Member of OrbiMed ROF II LLC | 04/03/2019 |
| __Signature of Reporting Person | Date |
| /s/ Jonathan T. Silverstein, Member of OrbiMed Advisors LLC | 04/03/2019 |
| __Signature of Reporting Person | Date |
| /s/ Jonathan T. Silverstein, Member of OrbiMed ROF II LLC | 04/03/2019 |
| __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).

These securities are held of record by ROS Acquisition Offshore LP ("ROS Acquisition"). OrbiMed Advisors LLC ("Advisors"), a registered adviser under the Investment Advisors Act of 1940, as amended, is the investment manager of ROS Acquisition. Advisors is also the investment manager of Royalty Opportunities S.a r.l., of which ROS Acquisition is a wholly-owned subsidiary. By virtue of such

(1) relationships, Advisors may be deemed to have voting and investment power with respect to the securities held by ROS Acquisition noted above and as a result may be deemed to have beneficial ownership over such securities. Advisors exercised this investment and voting power through a management committee comprised of Carl L. Gordon, Sven H. Borho and Jonathan T. Silverstein, each of whom disclaims beneficial ownership of the securities held by ROS Acquisition.

These securities are held of record by OrbiMed Royalty Opportunities II, LP ("ORO II"). OrbiMed ROF II LLC ("ROF II") is the sole general partner of ORO II, and Advisors is the sole managing member of ROF II. By virtue of such relationships, ROF II and Advisors may be deemed to have voting and investment power with respect to the securities held by ORO II noted above and as a result may be

(2) deemed to have beneficial ownership over such securities. Advisors exercised this investment and voting power through a management committee comprised of Carl L. Gordon, Sven H. Borho and Jonathan T. Silverstein, each of whom disclaims beneficial ownership of the securities held by ORO II.

This report on Form 4 is jointly filed by Advisors and ROF II. Each of ROS Acquisition, ORO II and the reporting persons disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its pecuniary interest therein, if any. The reporting persons have designated two

(3) representatives, currently Matthew Rizzo and Michael Eggenberg, both of whom are employees of Advisors, to serve on the Issuer's board of directors. This report shall not be deemed an admission that any such entity or the reporting person is a beneficial owner of such securities for the purposes of Section 16 of the Exchange Act, or for any other purposes.

(4) This warrant was acquired from Xtant Medical Holdings, Inc. in connection with and as a condition to the effectiveness of that certain Second Amended and Restated Credit Agreement, effective as of March 29, 2019.

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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