O'Neill Michael Form 4 December 31, 2012

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

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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OMB APPROVAL

3235-0287

January 31,

OMB

Number:

Section 16. Form 4 or Form 5 obligations may continue.

subject to

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

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * O'Neill Michael

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Alphatec Holdings, Inc. [ATEC]

(Middle)

(Check all applicable)

C/O ALPHATEC SPINE,

(First)

(Street)

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

12/19/2012

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

INC., 5818 EL CAMINO REAL

4. If Amendment, Date Original

CFO and Vice President 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CARLSBAD, CA 92075

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

(A) Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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(M 1/D /W) /I (0) A . . 1(A)

(Instr. 3)	Derivative Security	(Month/Day/Year)	(Instr. 8)	or Disposed of (D) (Instr. 3, 4, and 5)	f			
			Code V	(A) (D)) Date Exercisable	Expiration Date	Title	Amour Numbe Shares
NQ Stock Option	\$ 2.05	12/19/2012	A	25,000 (2)	12/19/2013(3)	12/19/2019	Common Stock	25,0
Incentive Stock Option	\$ 2.23				10/11/2011	10/11/2020	Common Stock	200,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

O'Neill Michael

C/O ALPHATEC SPINE, INC. 5818 EL CAMINO REAL CARLSBAD, CA 92075

CFO and Vice President

Signatures

/s/ Ebun S. Garner, Esq., Attorney-in-fact

12/31/2012

**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).
- (1) Exercise price per share.
- (2) This option grant was made after the holder agreed to forfeit 25,000 options granted to him on August 1, 2011. This transaction is described in greater detail in a Schedule TO that the issuer filed with the SEC on December 19, 2012.
- (3) The shares vest over three years with one third vesting on the first anniversary of the date of issuance, and the remaining two thirds vesting in eight tranches each three months thereafter.

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.

Reporting Owners 2