

Alphatec Holdings, Inc.
Form SC 13D/A
March 14, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Alphatec Holdings, Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

02081G102
(CUSIP Number)

Jeffrey Wade
c/o LS Power Development, LLC
1700 Broadway, 35th Floor
New York, New York 10019
212-547-2914

With a copy to:
Adam M. Turteltaub
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, New York 10019
212-728-8129
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 12, 2019
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this statement on Schedule 13D (this "Schedule 13D"), and is filing this Schedule 13D because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the

Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

NAME OF
REPORTING
PERSONS
I.R.S.
IDENTIFICATION

1 NOS. OF ABOVE
PERSONS
(ENTITIES ONLY)

L-5 Healthcare
Partners, LLC

CHECK THE
APPROPRIATE
2 BOX IF A MEMBER
OF A GROUP

(a)
(b)

3 SEC USE ONLY

SOURCE OF
4 FUNDS
WC

CHECK BOX IF
DISCLOSURE OF
LEGAL
5 PROCEEDINGS IS
REQUIRED
PURSUANT TO
ITEM 2(d) OR 2(e)

CITIZENSHIP OR
6 PLACE OF
ORGANIZATION
Delaware

NUMBER OF
7 VOTING
POWER
SHARES
BENEFICIALLY

OWNED
BY VOTING POWER
EACH 14,682,540(1)
REPORTING
PERSONS
WITH DISPOSITIVE
POWER
0

10 SHARED
DISPOSITIVE
POWER
14,682,540(1)

AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
REPORTING
PERSON
14,682,540(1)

CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
12(11) EXCLUDES
CERTAIN SHARES
(See Instructions)

PERCENT OF
CLASS
13 REPRESENTED BY
AMOUNT IN ROW
(11)
29.39% (2)

14 TYPE OF
REPORTING
PERSON
OO

(1) Represents 7,936,508 shares of Common Stock held by L-5 Healthcare Partners, LLC, plus 6,746,032 shares of Common Stock issuable upon exercise of warrants to purchase shares of Common Stock at an

exercise price of \$3.50
per share (the "Warrants"),
held by L-5 Healthcare
Partners, LLC.

(2) Calculation is based
upon (i) 43,212,606
shares of Common Stock
outstanding as reported
in the Issuer's Form 10-Q
filed on November 9,
2018, plus (ii) the shares
of Common Stock
issuable upon exercise of
the Warrants.

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SCHEDULE 13D

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

Paul Segal

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
United States

SOLE VOTING POWER
NUMBER OF SHARES
SHARED VOTING POWER
BENEFICIALLY OWNED
BY EACH REPORTING PERSON
SOLE DISPOSITIVE POWER
SHARED DISPOSITIVE POWER
WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

14,682,540(1)

CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
12(11) EXCLUDES CERTAIN
SHARES (See Instructions)

PERCENT OF CLASS
13 REPRESENTED BY AMOUNT IN
ROW (11)
29.39% (2)

14 TYPE OF REPORTING PERSON
IN

(1) Represents 7,936,508 shares of
Common Stock held by L-5 Healthcare
Partners, LLC, plus 6,746,032 shares of
Common Stock issuable upon exercise
of warrants to purchase shares of
Common Stock at an exercise price of
\$3.50 per share (the "Warrants"), held by
L-5 Healthcare Partners, LLC.

(2) Calculation is based upon (i)
43,212,606 shares of Common Stock
outstanding as reported in the Issuer's
Form 10-Q filed on November 9, 2018,
plus (ii) the shares of Common Stock
issuable upon exercise of the Warrants.

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The Schedule 13D filed with the Securities and Exchange Commission on March 16, 2018 (as previously amended, the "Schedule 13D") by (i) L-5 Healthcare Partners, LLC, a Delaware limited liability company ("L-5"), and (ii) Paul Segal, an individual with United States citizenship (collectively, the "Reporting Persons"), with respect to the common stock, par value \$0.0001 per share (the "Common Stock"), of Alphatec Holdings, Inc., a Delaware corporation (the "Issuer"), is hereby amended to furnish the additional information set forth herein. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following at the end thereof:

10b5-1 Plan

On March 12, 2019, L-5 Healthcare Partners II, LLC, an affiliate of L-5 and an entity controlled by Mr. Segal, entered into a purchase plan with J.P. Morgan Securities LLC ("JPMS") in accordance with Rule 10b5-1 of the Securities and Exchange Act of 1934, as amended (the "10b5-1 Plan") for the purchase of shares of Common Stock for an aggregate purchase price of up to \$2,550,000 during the period beginning on March 26, 2019 and ending on September 30, 2019. Purchases are subject to Securities and Exchange Commission regulations, as well as to certain market price, volume and timing conditions specified in the 10b5-1 Plan. All purchases under the 10b5-1 Plan are to be made at the discretion of JPMS and in accordance with the terms, conditions and restrictions of the 10b5-1 Plan. None of L-5, any of its affiliates or Mr. Segal has any control, influence or authority over purchases made pursuant to the 10b5-1 Plan. The foregoing description of the 10b5-1 Plan is qualified in its entirety by reference to the 10b5-1 Plan, which is included as an Exhibit hereto and incorporated by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended and supplemented as follows:

The information set forth in Item 4 is incorporated by reference.

Item 7. Material to Be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby supplemented as follows:

Exhibit 10.6 Purchase Plan, dated as of March 12, 2019, by and between L-5 Healthcare Partners II, LLC and J.P. Morgan Securities

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Schedule 13D is true, complete and correct.

Dated: March 13, 2019

L-5 HEALTHCARE PARTNERS, LLC

By: /s/ Paul Segal

Name: Paul Segal

Title: President

/s/ Paul Segal

Paul Segal