

Alphatec Holdings, Inc.  
Form 8-K  
July 21, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):**

**July 15, 2009**

**ALPHATEC HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction

of incorporation)

**000-52024**  
(Commission File Number)

**5818 El Camino Real**

**20-2463898**  
(IRS Employer

Identification No.)

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Carlsbad, CA 92008

(Address of principal executive offices) (Zip Code)

(760) 431-9286

Registrant's telephone number, including area code:

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 3.02. Unregistered Sales of Equity Securities.**

On July 15, 2009, Alphatec Holdings, Inc. (the Company ) issued an aggregate of 567,821 shares of its common stock, par value \$0.0001 per share (the Shares ) in connection with the completion of a development milestone set forth in that certain Exclusive License Agreement among the Company, its subsidiary, Alphatec Spine, Inc., and Progressive Spinal Technologies, LLC (the Agreement ) dated December 18, 2007 as amended (the Progressive Agreement ). The Progressive Agreement relates to intellectual property involving an expandable pedicle screw.

The Shares were issued to two accredited investors as defined in Regulation D promulgated under the Securities Act of 1933, as amended (the Act ), in reliance on the exemptions from registration afforded by Section 4(2) of the Act and Rule 506 of Regulation D promulgated thereunder, as a transaction not involving a public offering, and in reliance on similar exemptions under applicable state laws. The Company is not obligated to register the resale of the Shares.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ALPHATEC HOLDINGS, INC.**

(Registrant)

Date: July 21, 2009

/s/ Eburn S. Garner, Esq.

Eburn S. Garner, Esq.

General Counsel and Vice President