

Alphatec Holdings, Inc.
Form 3
June 02, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person * HGP LLC (Last) (First) (Middle)</p> <p>C/O HEALTHPOINTCAPITAL, NY 505 PARK AVENUE, 12TH FLOOR (Street)</p> <p>NEW YORK, NY 10022 (City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year) 06/02/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol Alphatec Holdings, Inc. [ATEC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>___ Director ___X___ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Series B Preferred Stock	4,000,000	I	See Footnote ⁽¹⁾
Common Stock	3	I	See Footnote ⁽¹⁾

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series B Common Stock	Â (2)	Â (3)	Common Stock	3,258,664	\$ (3)	I	See Footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HGP LLC C/O HEALTHPOINTCAPITAL 505 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â

Signatures

/s/ Daren Graham, Esq., attorney
in fact

06/02/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Such shares are owned by HealthpointCapital Partners, L.P., of which the Reporting Person is the general partner. The Reporting Person disclaims beneficial ownership of these shares except as to the extent of its pecuniary interest in such shares.
- (2) Series B Common Stock is mandatorily convertible into common stock immediately prior to the closing of an IPO, a Qualified IPO, a Deemed Liquidation Event or the Put, each as defined in the Issuer's Amended and Restated Certificate of Incorporation.
- (3) There is no expiration date. The Series B Common Stock converts into common stock on a 3.57-for-1 basis, effective upon the closing of the Issuer's initial public offering.

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Remarks:
 ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.