

Edgar Filing: Plotkin Brian - Form 3

				Shares		or Indirect (1) (Instr. 5)	
Series A-1 Common Stock	Â (1)	Â (2)	Common Stock	5,000 (3)	\$ (2)	D	Â
Employee Stock Option (Right to buy)	01/17/2007(4)	01/17/2016	Series A-1 Common Stock (5)	2,500 (5)	\$ 17 (5)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Plotkin Brian C/O ALPHATEC HOLDINGS, INC. 2051 PALOMAR AIRPORT ROAD CARLSBAD, CA 92011	Â	Â	Â VP, Information Technology	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) Series A-1 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.
 - (2) There is no expiration date. The Series A-1 Common Stock converts into common stock on a 3.57-for-1 basis effective upon the closing of the Issuer's initial public offering.
 - (3) These shares are subject to a 5-year lapsing repurchase right of the Issuer, which will lapse in five equal annual installments on the anniversary of the grant date.
 - (4) The option was granted on 1/17/06. The option vests over five years, with 1/5th of the option vesting on each anniversary of the grant date.
- Upon the closing of the Issuer's initial public offering, the shares of Series A-1 Common Stock underlying the option will automatically
- (5) be converted into common stock on a 3.57-for-1 basis and the exercise price of the option will be automatically adjusted to reflect such conversion.

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Remarks:

Exhibit 24 - Power of 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.