

K2M GROUP HOLDINGS, INC.  
 Form 4  
 May 05, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person \*  
**FERRER CARLOS A**

2. Issuer Name and Ticker or Trading Symbol  
**K2M GROUP HOLDINGS, INC.  
 [KTWO]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**C/O FFC PARTNERS, 10  
 GLENVILLE STREET**  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/05/2016**

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

**GREENWICH, CT 06831**

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					1,583,941	I	See footnotes (1) (2)
Common Stock					57,796	I	See footnote (2) (3)
Common Stock	05/05/2016		P		\$ 20,000	A	11.32 59,382 (4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474  
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERRER CARLOS A C/O FFC PARTNERS 10 GLENVILLE STREET GREENWICH, CT 06831		X		

## Signatures

/s/ Carlos A. Ferrer  
05/05/2016  
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) Represents securities held directly by FFC Partners III-B, L.P. ("FFC III-B").  
FFC GP III, LLC is the general partner of each of FFC III-B and FFC Executive Partners III, L.P. ("FFC EP III", and together with FFC III-B and FFC GP III, LLC, the "FFC Entities"). Carlos A. Ferrer, a member of the issuer's board of directors, is a manager of FFC GP III, LLC. Mr. Ferrer disclaims beneficial ownership of all securities held by the FFC Entities, except to the extent of his pecuniary interest therein, if any.
- (3) Represents securities held directly by FFC EP III.
- (4)

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The price in Column 4 is a weighted average. The prices actually paid ranged from \$10.67 to \$11.45. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares purchased at each price within the range.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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