

Xtant Medical Holdings, Inc.
Form SC 13G/A
February 21, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

XTANT MEDICAL HOLDINGS, INC.

(Name of Issuer)

Common Stock, \$0.000001 par value per share

(Title of Class of Securities)

98420P100

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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 ("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).

CUSIP No. 98420P100

(1) Names of Reporting Persons

Park West Asset Management LLC

(2) Check the Appropriate Box(a) if a Member of a [] Group

(b) []

(3) SEC Use Only

(4) Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned By Each Reporting Person With

(5) Sole Voting *

Power:

(6) Shared

Voting 0

Power:

(7) Sole

Dispositive *

Power:

(8) Shared

Dispositive 0

Power:

(9) Aggregate Amount Beneficially Owned by Each Reporting Person *

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):

[]

(11) Percent of Class Represented by Amount in Row (9)

9.99%*

(12) Type of Reporting

Person

IA

* Beneficial ownership percentage is based upon 12,193,970 shares of common stock, \$0.000001 par value per share (“Common Stock”), of Xtant Medical International Holdings, Inc., a Delaware corporation (the “Company”), issued and outstanding as of November 8, 2016, based on information reported by the Company in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 10, 2016. Park West Asset Management LLC (“PWAM”) is the investment manager to Park West Investors Master Fund, Limited, a Cayman Islands exempted company (“PWIMF”), and Park West Partners International, Limited, a Cayman Islands exempted company (“PWPI” and, collectively with PWIMF, the “PW Funds”). As of December 31, 2016 (the “Effective Date”), PWIMF held \$7,461,227 of the Company’s 6.00% Convertible Senior Notes due 2021 (the “Notes”) and PWPI held \$1,038,773 of the Company’s Notes. The Notes are convertible based on a conversion rate of 257.5163 shares of Common Stock per \$1,000 principal of the Notes, subject to a conversion limitation prohibiting the conversion of Notes to the extent that such conversion would result in the holder of the Note, or any of its affiliates, being deemed to beneficially own in excess of 9.99% of the then-outstanding shares of Common Stock. As a result of the foregoing, for purposes of Reg. Section 240.13d-3, the PW Funds, PWAM, as the investment manager to the PW Funds, and Peter S. Park, as the sole member and manager of PWAM (“Mr. Park” and, collectively with PWAM and PWIMF, the “Reporting Persons”), each may be deemed to beneficially own 9.99% of the shares of Common Stock deemed to be issued and outstanding as of the Effective Date.

CUSIP No. 98420P100

(1) Names of
Reporting Persons

Park S. Park

(2) Check the

Appropriate

Box if a

Member of a

Group

(a)

(b)

(3) SEC Use Only

(4) Citizenship or

Place of Organization

United States of

America

Number of Shares

Beneficially Owned By

Each Reporting Person

With

(5) Sole

Voting *

Power:

(6) Shared

Voting 0

Power:

(7) Sole

Dispositive *

Power:

(8) Shared

Dispositive 0

Power:

(9) Aggregate Amount

Beneficially Owned by

Each Reporting Person

*

(10) Check if the

Aggregate Amount in

Row (9) Excludes

Certain Shares (See

Instructions):

(11) Percent of Class

Represented by

Amount in Row (9)

9.99%*

(12) Type of
Reporting Person
IN

* Beneficial ownership percentage is based upon 12,193,970 shares of common stock, \$0.000001 par value per share (“Common Stock”), of Xtant Medical International Holdings, Inc., a Delaware corporation (the “Company”), issued and outstanding as of November 8, 2016, based on information reported by the Company in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 10, 2016. Park West Asset Management LLC (“PWAM”) is the investment manager to Park West Investors Master Fund, Limited, a Cayman Islands exempted company (“PWIMF”), and Park West Partners International, Limited, a Cayman Islands exempted company (“PWPI” and, collectively with PWIMF, the “PW Funds”). As of December 31, 2016 (the “Effective Date”), PWIMF held \$7,461,227 of the Company’s 6.00% Convertible Senior Notes due 2021 (the “Notes”) and PWPI held \$1,038,773 of the Company’s Notes. The Notes are convertible based on a conversion rate of 257.5163 shares of Common Stock per \$1,000 principal of the Notes, subject to a conversion limitation prohibiting the conversion of Notes to the extent that such conversion would result in the holder of the Note, or any of its affiliates, being deemed to beneficially own in excess of 9.99% of the then-outstanding shares of Common Stock. As a result of the foregoing, for purposes of Reg. Section 240.13d-3, the PW Funds, PWAM, as the investment manager to the PW Funds, and Peter S. Park, as the sole member and manager of PWAM (“Mr. Park” and, collectively with PWAM and PWIMF, the “Reporting Persons”), each may be deemed to beneficially own 9.99% of the shares of Common Stock deemed to be issued and outstanding as of the Effective Date.

CUSIP No. 98420P100

(1) Names of
Reporting Persons

Park West
Investors
Master Fund,
Limited

(2) Check the
Appropriate

Box if a (a)
Member of a
Group

(b)

(3) SEC Use Only

(4) Citizenship or
Place of Organization

Cayman Islands

Number of Shares

Beneficially Owned By
Each Reporting Person

With

(5) Sole
Voting *
Power:

(6) Shared
Voting 0
Power:

(7) Sole
Dispositive *
Power:

(8) Shared
Dispositive 0
Power:

(9) Aggregate Amount
Beneficially Owned by
Each Reporting Person

*

(10) Check if the
Aggregate Amount in
Row (9) Excludes
Certain Shares (See
Instructions):

(11) Percent of Class
Represented by

Amount in Row (9)

9.99%*

(12) Type of Reporting

Person

CO

* Beneficial ownership percentage is based upon 12,193,970 shares of common stock, \$0.000001 par value per share (“Common Stock”), of Xtant Medical International Holdings, Inc., a Delaware corporation (the “Company”), issued and outstanding as of November 8, 2016, based on information reported by the Company in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 10, 2016. Park West Asset Management LLC (“PWAM”) is the investment manager to Park West Investors Master Fund, Limited, a Cayman Islands exempted company (“PWIMF”). As of December 31, 2016 (the “Effective Date”), PWIMF held \$7,461,227 of the Company’s 6.00% Convertible Senior Notes due 2021 (the “Notes”). The Notes are convertible based on a conversion rate of 257.5163 shares of Common Stock per \$1,000 principal of the Notes, subject to a conversion limitation prohibiting the conversion of Notes to the extent that such conversion would result in the holder of the Note, or any of its affiliates, being deemed to beneficially own in excess of 9.99% of the then-outstanding shares of Common Stock (the “9.99% Conversion Limitation”). As a result of the 9.99% Conversion Limitation, PWIMF may be deemed to beneficially own 9.99% of the shares of Common Stock deemed to be issued and outstanding as of the Effective Date.

Item 1(a). Name Of Issuer: Xtant Medical Holdings, Inc. (the “Company”)

Item 1(b). Address of Issuer’s Principal Executive Offices:

664 Cruiser Lane

Belgrade, Montana 59714

Item 2(a). Name of Person Filing:

This report on Schedule 13G (this “Schedule 13G”), is being jointly filed by (i) Park West Asset Management LLC, a Delaware limited liability company (“PWAM”), (ii) Peter S. Park, as the sole member and manager of PWAM (“Mr. Park”), and (iii) Park West Investors Master Fund, Limited, a Cayman Islands exempted company (“PWIMF” and collectively with PWAM and Mr. Park, the “Reporting Persons”). PWAM is the investment manager to PWIMF and Park West Partners International, Limited, a Cayman Islands exempted company (“PWPI” and, collectively with PWIMF, the “PW Funds”). As of December 31, 2016 (the “Effective Date”), PWIMF held \$7,461,227 of the Company’s 6.00% Convertible Senior Notes due 2021 (the “Notes”) and PWPI held \$1,038,773 of the Company’s Notes.

The Notes are convertible based on a conversion rate of 257.5163 shares of Common Stock per \$1,000 principal of the Notes, subject to a conversion limitation prohibiting the conversion of Notes to the extent that such conversion would result in the holder of the Note, or any of its affiliates, being deemed to beneficially own in excess of 9.99% of the then-outstanding shares of Common Stock.

Based on the foregoing, 9.99% of the shares of Common Stock deemed to be issued and outstanding as of the Effective Date may be deemed to be beneficially owned (x) directly by PWIMF, (y) indirectly by PWAM, as the investment adviser to PWIMF and PWPI, and (z) indirectly by Mr. Park, as the sole member and manager of PWAM.

This filing amends that certain Schedule 13G filing made with the SEC on August 7, 2015 for Bacterin International, Inc. (CUSIP 05644R200, CIK 001083672), file number 005-88961.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address for the Reporting Persons is: 900 Larkspur Landing Circle, Suite 165, Larkspur, California 94939.

Item 2(c). Citizenship:

PWAM is organized under the laws of the State of Delaware. Mr. Park is a citizen of the United States. PWIMF is a Cayman Islands exempted company.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.000001 par value per share.

Item 2(e). CUSIP No.:

98420P100

Item 3. If This Statement Is Filed Pursuant to Rules 13d-1(b) or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not Applicable.

Item 4. Ownership:

- | | |
|---|--------|
| (a) Amount Beneficially Owned: | * |
| (b) Percent of Class: | 9.99%* |
| (c) Number of Shares as to which such person has: | |
| (i) Sole power to vote or to direct the vote: | * |
| (ii) Shared power to vote or to direct the vote: | 0 |
| (iii) Sole power to dispose or to direct the disposition of: | * |
| (iv) Shared power to dispose or to direct the disposition of: | 0 |

* This report on Schedule 13G (this "Schedule 13G"), is being jointly filed by (i) Park West Asset Management LLC, a Delaware limited liability company ("PWAM"), (ii) Peter S. Park, as the sole member and manager of PWAM ("Mr. Park"), and (iii) Park West Investors Master Fund, Limited, a Cayman Islands exempted company ("PWIMF" and collectively with PWAM and Mr. Park, the "Reporting Persons"). PWAM is the investment manager to PWIMF and Park West Partners International, Limited, a Cayman Islands exempted company ("PWPI" and, collectively with PWIMF, the "PW Funds"). As of December 31, 2016 (the "Effective Date"), PWIMF held \$7,461,227 of the Company's 6.00% Convertible Senior Notes due 2021 (the "Notes") and PWPI held \$1,038,773 of the Company's Notes.

The Notes are convertible based on a conversion rate of 257.5163 shares of Common Stock per \$1,000 principal of the Notes, subject to a conversion limitation prohibiting the conversion of Notes to the extent that such conversion would result in the holder of the Note, or any of its affiliates, being deemed to beneficially own in excess of 9.99% of the then-outstanding shares of Common Stock.

Based on the foregoing, 9.99% of the shares of Common Stock deemed to be issued and outstanding as of the Effective Date may be deemed to be beneficially owned (x) directly by PWIMF, (y) indirectly by PWAM, as the investment adviser to PWIMF and PWPI, and (z) indirectly by Mr. Park, as the sole member and manager of PWAM.

The foregoing beneficial ownership percentage is based upon 12,193,970 shares of common stock, \$0.000001 par value per share ("Common Stock"), of Xtant Medical International Holdings, Inc., a Delaware corporation (the "Company"), issued and outstanding as of November 8, 2016, based on information reported by the Company in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 10, 2016.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not Applicable.

Item 8. Identification and Classification of Members of the Group:

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 21, 2017

**PARK WEST ASSET
MANAGEMENT LLC**

By: /s/ Grace Jimenez
Name: Grace Jimenez
Title: Chief Financial Officer

PARK WEST INVESTORS MASTER FUND, LIMITED

By: Park West Asset Management LLC, its Investment Manager

By: /s/ Grace Jimenez
Name: Grace Jimenez
Title: Chief Financial Officer

/s/ Peter S. Park
Peter S. Park

Attention: Intentional misstatements or omissions of fact constitute

Federal criminal violations (See 18 U.S.C. 1001)

Exhibit Index

Exhibit

A. Joint Filing Agreement dated as of February 21, 2017, by and among Park West Asset Management LLC, Peter S. Park, and Park West Investors Master Fund, Limited.

Exhibit A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of them of a statement on Schedule 13G (including amendments thereto) with respect to the shares of common stock, \$0.000001 par value per share, of Xtant Medical International Holdings, Inc., a Delaware corporation, and further agree that this Joint Filing Agreement be included as Exhibit A to such Schedule 13G. In evidence thereof, the undersigned hereby execute this agreement this 21st day of February, 2017.

**PARK WEST ASSET
MANAGEMENT LLC**

By: /s/ Grace Jimenez
Name: Grace Jimenez
Title: Chief Financial Officer

PARK WEST INVESTORS MASTER FUND, LIMITED

By: Park West Asset Management LLC, its Investment Manager

By: /s/ Grace Jimenez
Name: Grace Jimenez
Title: Chief Financial Officer

/s/ Peter S. Park
Peter S. Park