

Alphatec Holdings, Inc.
Form SC 13D/A
April 12, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)

Alphatec Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

02081G 10 2

(CUSIP Number)

HealthpointCapital Partners, L.P.

505 Park Avenue, 12th Floor

New York, NY 10022

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

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March 26, 2010

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

- (1) 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 on 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. 02081G 10 2

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

HealthpointCapital Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (joint filers)

3 SEC USE ONLY

4 SOURCE OF FUNDS

SC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 20,077,173 shares
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares

WITH

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10 SHARED DISPOSITIVE POWER

20,077,173 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,077,173 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.7%¹

14 TYPE OF REPORTING PERSON

PN

¹ The percentage ownership was calculated based on the 78,081,049 shares of common stock reported by the Issuer to be issued and outstanding as of March 31, 2010 in the Issuer's Amendment No. 1 to its Annual Report on Form 10-K, as filed with the Securities and Exchange Commission on April 2, 2010.

CUSIP No. 02081G 10 2

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

HGP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (joint filers)

3 SEC USE ONLY

4 SOURCE OF FUNDS

SC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 20,077,173 shares
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares

WITH

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10 SHARED DISPOSITIVE POWER

20,077,173 shares
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,077,173 shares
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.7%²
14 TYPE OF REPORTING PERSON

PN

² See Footnote 1.

CUSIP No. 02081G 10 2

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

HealthpointCapital Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (joint filers)

3 SEC USE ONLY

4 SOURCE OF FUNDS

SC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 21,110,565 shares
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares

WITH

10 SHARED DISPOSITIVE POWER

21,110,565 shares
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,110,565 shares
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

27.0%³
14 TYPE OF REPORTING PERSON

PN

³ See Footnote 1.

CUSIP No. 02081G 10 2

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

HCPII Co-Invest Vehicle II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (joint filers)

3 SEC USE ONLY

4 SOURCE OF FUNDS

SC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,344,179 shares
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares

WITH

10 SHARED DISPOSITIVE POWER

1,344,179 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,344,179 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.7%⁴

14 TYPE OF REPORTING PERSON

PN

⁴ See Footnote 1.

CUSIP No. 02081G 10 2

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

HGP II, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (joint filers)

3 SEC USE ONLY

4 SOURCE OF FUNDS

SC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 22,454,744 shares
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares

WITH

10 SHARED DISPOSITIVE POWER

22,454,744 shares
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,454,744 shares
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

28.8%⁵
14 TYPE OF REPORTING PERSON

PN

⁵ See Footnote 1.

CUSIP No. 02081G 10 2

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Mortimer Berkowitz III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (joint filers)

3 SEC USE ONLY

4 SOURCE OF FUNDS

SC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF

SHARES 11,200 shares⁶
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 42,531,917 shares
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 11,200 shares⁷

WITH

10 SHARED DISPOSITIVE POWER

	42,531,917 shares	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	42,543,117 shares ⁸	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	..
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	54.5% ⁹	
14	TYPE OF REPORTING PERSON	

IN

⁶ Includes shares owned by Mortimer Berkowitz III and shares owned by his wife, Amelia M. Berkowitz.

⁷ See Footnote 6.

⁸ Consists of 20,077,173 shares owned by HealthpointCapital Partners, L.P., 21,110,565 shares owned by HealthpointCapital Partners II, L.P. and 1,344,179 shares owned by HCPII Co-Invest Vehicle II, L.P. in addition to shares described in Footnote 6. The Reporting Person is a managing member of HGP, LLC, which is the general partner of HealthpointCapital Partners, L.P. In addition, he is a managing member of HGP II, LLC, which is the general partner of each of HealthpointCapital Partners II, L.P. and HCPII Co-Invest Vehicle II, L.P. The Reporting Person disclaims beneficial ownership of such Alphatec shares except as to the extent of his pecuniary interest in such shares.

⁹ See Footnote 1.

CUSIP No. 02081G 10 2

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

John H. Foster

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (joint filers)

3 SEC USE ONLY

4 SOURCE OF FUNDS

SC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF

SHARES 181,300 shares¹⁰
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 42,531,917 shares
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 181,300 shares¹¹

WITH

10 SHARED DISPOSITIVE POWER

42,531,917 shares
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

42,713,217 shares¹²
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

54.7%¹³
14 TYPE OF REPORTING PERSON

IN

¹⁰ Includes shares owned by John H. Foster and 30,400 shares owned by John H. Foster, trustee u/w of Virginia C. Foster. The Reporting Person is a trustee and the principal beneficiary of such trust.

¹¹ See Footnote 10.

¹² Consists of 20,077,173 shares owned by HealthpointCapital Partners, L.P., 21,110,565 shares owned by HealthpointCapital Partners II, L.P. and 1,344,179 shares owned by HCPII Co-Invest Vehicle II, L.P. in addition to shares described in Footnote 10. The Reporting Person, is a managing member of HGP, LLC, which is the general partner of HealthpointCapital Partners, L.P. In addition, he is a managing member of HGP II, LLC, which is the general partner of each of HealthpointCapital Partners II, L.P. and HCPII Co-Invest Vehicle II, L.P. The Reporting Person disclaims beneficial ownership of such Alphatec shares except as to the extent of his pecuniary interest in such shares.

¹³ See Footnote 1.

Item 1. Security and Issuer.

This Amendment No. 2 to Schedule 13D (this Amendment) relates to the common stock, par value \$0.0001 per share (the Common Stock) of Alphatec Holdings, Inc., a Delaware corporation (Alphatec). Alphatec's principal executive offices are located at 5818 El Camino Real, Carlsbad, CA 92011.

**Item 2. Identity and Background.
HealthpointCapital Partners, L.P.**

- (a) This Amendment is being filed on behalf of HealthpointCapital Partners, L.P., a Delaware limited partnership.
- (b) The business address of HealthpointCapital Partners, L.P. is 505 Park Avenue, 12th Floor, New York, NY 10022.
- (c) The principal business of HealthpointCapital Partners, L.P. is to invest exclusively in the orthopedic and dental device businesses.
- (d) During the past five years, HealthpointCapital Partners, L.P. has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the past five years, HealthpointCapital Partners, L.P. has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws.
- (f) Not applicable.

HGP, LLC

- (a) This Amendment is being filed on behalf of HGP, LLC, a Delaware limited liability company.
- (b) The business address of HGP, LLC is 505 Park Avenue, 12th Floor, New York, NY 10022.
- (c) HGP, LLC is the general partner of HealthpointCapital Partners, L.P., whose principal business is to invest exclusively in the orthopedic and dental device businesses.
- (d) During the past five years, HGP, LLC has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the past five years, HGP, LLC has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws.
- (f) Not applicable.

HealthpointCapital Partners II, L.P.

- (a) This Amendment is being filed on behalf of HealthpointCapital Partners II, L.P., a Delaware limited partnership.

- (b) The business address of HealthpointCapital Partners II, L.P. is 505 Park Avenue, 12th Floor, New York, NY 10022.
- (c) The principal business of HealthpointCapital Partners II, L.P. is to invest exclusively in the orthopedic and dental device businesses.
- (d) During the past five years, HealthpointCapital Partners II, L.P. has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the past five years, HealthpointCapital Partners II, L.P. has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws.
- (f) Not applicable.

HCPII Co-Invest Vehicle II, L.P.

- (a) This Amendment is being filed on behalf of HCPII Co-Invest Vehicle II, L.P., a Delaware limited partnership.
- (b) The business address of HCPII Co-Invest Vehicle II, L.P. is 505 Park Avenue, 12th Floor, New York, NY 10022.
- (c) The principal business of HCPII Co-Invest Vehicle II, L.P. is to invest exclusively in the orthopedic and dental device businesses.
- (d) During the past five years, HCPII Co-Invest Vehicle II, L.P. has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the past five years, HCPII Co-Invest Vehicle II, L.P. has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws.
- (f) Not applicable.

HGP II, LLC

- (a) This Amendment is being filed on behalf of HGP II, LLC, a Delaware limited liability company.
- (b) The business address of HGP II, LLC is 505 Park Avenue, 12th Floor, New York, NY 10022.
- (c) HGP II, LLC is the general partner of HealthpointCapital Partners II, L.P and HCPII Co-Invest Vehicle II, L.P., whose principal business is to invest exclusively in the orthopedic and dental device businesses.