
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Alphatec Holdings, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-2463898
(IRS Employer
Identification No.)

Alphatec Holdings, Inc.
5818 El Camino Real
Carlsbad, California 92008
(Address of Principal Executive Offices) (Zip Code)

Alphatec Holdings, Inc. 2016 Employment Inducement Award Plan
Alphatec Holdings, Inc. 2016 Equity Incentive Plan
(Full Title of the Plan)

Craig E. Hunsaker, Esq.
EVP, People & Culture and General Counsel
Alphatec Holdings, Inc.
5818 El Camino Real
Carlsbad, California 92008
(Name and Address of Agent for Service)

(760) 431-9286
(Telephone Number, Including Area Code, of Agent For Service)

Copy to:

Joshua E. Little, Esq.
Durham Jones & Pinegar, P.C.
192 E. 200 N., Third Floor
St. George, Utah 84770
(435) 674-0400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	600,000 shares (1)	\$3.38 (2)	\$2,028,000.00	\$252.49
Common Stock, par value \$0.0001 per share	5,000,000 shares (3)	\$3.38 (2)	\$16,900,000.00	\$2,104.05
Total shares of Common Stock, par value \$0.0001 per share	5,600,000 shares	—	\$18,928,000.00	\$2,356.54

- (1) Represents an additional 600,000 shares of common stock, par value \$0.0001 per share ("Common Stock") available for future issuance under the Alphatec Holdings, Inc. 2016 Employment Inducement Award Plan (the "Inducement Plan") pursuant to an amendment to the Inducement Plan approved by the Board of Directors of Alphatec Holdings, Inc. (the "Company") on March 6, 2018. The maximum number of shares which may be sold upon the exercise of such options or issuance of stock-based awards granted under the Inducement Plan are subject to adjustment in accordance with certain anti-dilution and other provisions of the Inducement Plan. Accordingly, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement covers, in addition to the number of shares stated above, an indeterminate number of shares which may be subject to grant or otherwise issuable after the operation of any such anti-dilution and other provisions.
- (2) This estimate is made pursuant to Rules 457(c) and 457(h) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share is \$3.38, which is the average of the high and low prices for the Registrant's common stock as reported on The Nasdaq Global Select Market on May 15, 2018.
- (3) Represents an aggregate additional 5,000,000 shares of Common Stock available for future issuance under the Alphatec Holdings, Inc. 2016 Equity Incentive Plan (the "Equity Plan") and together with the Inducement Plan, the "Plans") pursuant to (i) the amendment and restatement of the Equity Plan approved by the stockholders of the Company on June 15, 2017, which increased the shares of Common Stock available for issuance under the Equity Plan by 2,000,000, and (ii) an amendment to the Equity Plan approved by the Board of Directors, subject to stockholder approval, which increases the shares of Common Stock available for issuance under the Equity Plan by 3,000,000. The maximum number of shares which may be sold upon the exercise of such options or issuance of stock-based awards granted under the Equity Plan are subject to adjustment in accordance with certain anti-dilution and other provisions of the Equity Plan. Accordingly, pursuant to Rule 416 under the Securities Act, this Registration Statement covers, in addition to the number of shares stated above, an indeterminate number of shares which may be subject to grant or otherwise issuable after the operation of any such anti-dilution and other provisions.

Proposed sales to take place as soon after the effective date of the registration statement as awards granted under the above-named Plan are granted, exercised and/or distributed.

EXPLANATORY NOTE

This Registration Statement registers the offer and sale of an additional aggregate 5,600,000 shares of Common Stock for issuance under the Plans. In accordance with Instruction E to Form S-8, the contents of the following prior registration statement on Form S-8, previously filed with respect to the Plans (the "Prior Registration Statements"), are hereby incorporated by reference:

- With respect to the Inducement Plan, the Company previously registered (i) 350,000 shares of Common Stock on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on October 5, 2016 (File No. 333-213981), (ii) 600,000 shares of Common Stock on Form S-8 filed with the Commission on December 12, 2016 (File No. 333-215036), (iii) 600,000 shares of Common Stock on Form S-8 filed with the Commission on March 30, 2017 (File No. 333-217055) and (iv) 1,000,000 shares of Common Stock on Form S-8 filed with the Commission on October 24, 2017 (File No. 333-221084); and
- With respect to the Equity Plan, the Company previously registered 1,083,333 shares of Common Stock on Form S-8 filed with the Commission on October 5, 2016 (File No. 333-213981).

In accordance with the instructional Note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement on Form S-8 for offers of Common Stock pursuant to the Plan. The documents containing the information specified in Part I will be delivered to the participants in the Plan covered by this Registration Statement as required by Rule 428(b)(1) under the Securities Act.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

In accordance with the rules and regulations of the Commission, the information called for in Part I of Form S-8 is not being filed with or included in this Registration Statement or in a prospectus or prospectus supplement pursuant to Rule 424 of the Securities Act.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

A list of exhibits included as part of this Registration Statement is set forth in the Exhibit Index to this Registration Statement and is incorporated herein by reference.

INDEX TO EXHIBITS FILED WITH FORM S-8 REGISTRATION STATEMENT

**Exhibit
Number**

Exhibit Description

5.1	<u>Opinion of Durham Jones & Pinegar, P.C., filed herewith</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm, Ernst & Young LLP, filed herewith</u>
23.2	<u>Consent of Independent Registered Public Accounting Firm, Mayer Hoffman McCann P.C., filed herewith</u>
23.3	<u>Consent of Durham Jones & Pinegar, P.C. (included in Exhibit 5.1)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carlsbad, State of California, on May 21, 2018.

ALPHATEC HOLDINGS, INC.

By: /s/ Patrick S. Miles
Patrick S. Miles
Chairman and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Alphatec Holdings, Inc. (the “**Company**”), hereby severally constitute and appoint Jeffrey G. Black and Craig E. Hunsaker, and each of them singly, our true and lawful attorneys, with full power to them, and to each of them singly, to sign for us and in our names in the capacities indicated below, any and all amendments to this Registration Statement, and all other documents in connection therewith to be filed with the Securities and Exchange Commission, and generally to do all things in our names and on our behalf in such capacities to enable the Company to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title(s)</u>	<u>Date</u>
<u>/s/ Patrick Miles</u> Patrick Miles	Chairman and Chief Executive Officer (Principal Executive Officer)	May 21, 2018
<u>/s/ Jeffrey G. Black</u> Jeffrey G. Black	EVP, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 21, 2018
<u>/s/ Mortimer Berkowitz III</u> Mortimer Berkowitz III	Director	May 21, 2018
<u>/s/ Quentin Blackford</u> Quentin Blackford	Director	May 21, 2018
<u>/s/ Jeffrey P. Rydin</u> Jeffrey P. Rydin	Director	May 21, 2018
<u>/s/ David H. Mowry</u> David H. Mowry	Director	May 21, 2018
<u>/s/ Ward W. Woods</u> Ward W. Woods	Director	May 21, 2018
<u>/s/ Donald A. Williams</u> Donald A. Williams	Director	May 21, 2018
<u>/s/ Terry M. Rich</u> Terry M. Rich	Director	May 21, 2018

<u>/s/ James L.L. Tullis</u> James L.L. Tullis	Director	May 21, 2018
<u>/s/ Evan Bakst</u> Evan Bakst	Director	May 21, 2018
<u>/s/ Jason Hochberg</u> Jason Hochberg	Director	May 21, 2018



DURHAM JONES & PINEGAR, P.C.
192 East 200 North, Third Floor
St. George, Utah 84770-2879
435.674.0400
435.628.1610 Fax
www.djplaw.com

May 21, 2018

Alphatec Holdings, Inc.
5818 El Camino Real
Carlsbad, CA 92008

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to Alphatec Holdings, Inc., a Delaware corporation (the "**Company**"), in connection with the proposed issuance of an aggregate of 5,000,000 shares (the "**Plan Shares**") of common stock, \$0.0001 par value per share, of the Company (the "**Common Stock**"), pursuant to the Alphatec Holdings, Inc. 2016 Equity Incentive Plan (as amended, the "**Equity Plan**") and 600,000 shares (the "**Inducement Shares**"), and together with the Plan Shares, the "**Shares**") of Common Stock pursuant to the Alphatec Holdings, Inc. 2016 Employment Inducement Award Plan (as amended, the "**Inducement Plan**", and together with the Equity Plan, the "**Plans**" and each, a "**Plan**"). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the "**Act**"), filed with the Securities and Exchange Commission (the "**Commission**") on May 21, 2018 (the "**Registration Statement**"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein only as to the General Corporation Law of the State of Delaware, as amended, and we express no opinion with respect to the applicability thereto, or the effect thereon, of any other laws, or as to any matters of municipal law or the laws of any local agencies within any state.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as copies.

Alphatec Holdings, Inc.

May 21, 2018

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Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares have been issued by the Company against payment therefor, in the circumstances contemplated by the Plans, assuming in each case that the individual grants or awards under the Plans are duly authorized by all necessary corporate action and exercised in accordance with the requirements of law, such corporate action and the Plans (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. This opinion letter is rendered to you as of the date hereof, and we assume no obligation to advise you or any other person with regard to any change after the date hereof in the circumstances or the law that may bear on the matters set forth herein even if the change may affect the legal analysis, legal conclusion or other matters in this opinion letter.

We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ DURHAM JONES & PINEGAR, P.C.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Alphatec Holdings, Inc. 2016 Employment Inducement Award Plan and Alphatec Holdings, Inc. 2016 Equity Incentive Plan of our report dated March 30, 2017, with respect to the consolidated financial statements of Alphatec Holdings, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California
May 21, 2018

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Alphatec Holdings, Inc. 2016 Employment Inducement Award Plan and 2016 Equity Incentive Plan of our report dated March 9, 2018, with respect to the consolidated financial statements of Alphatec Holdings, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Mayer Hoffman McCann P.C.

San Diego, California
May 21, 2018