

K2M GROUP HOLDINGS, INC.

Form 4

May 11, 2015

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Major Eric D

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 K2M GROUP HOLDINGS,
INC., 751 MILLER DRIVE SE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/07/2015

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President & CEO

LEESBURG, VA 20175

(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)
Common Stock	05/07/2015		M	8,230 A	8,680 ⁽²⁾	D	
Common Stock	05/07/2015		F	2,725 ⁽³⁾ D	\$ 22.01 5,955	D	
Common Stock					391,758 ⁽²⁾	I	By limited liability company
Common Stock					94,338	I	By Lewis Parker Family

Common Stock	53,110	I	Trust By Lewis E.S. Parker 2008 Irrevocable Dynasty Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	05/07/2015		M		8,230		(4)	(4)	Common Stock	8,230

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Major Eric D C/O K2M GROUP HOLDINGS, INC. 751 MILLER DRIVE SE LEESBURG, VA 20175	X		President & CEO	

Signatures

/s/ Luke R. Miller by power of
attorney

05/11/2015

__Signature of Reporting Person

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) Each restricted stock unit converted into shares of common stock on a one-for-one basis.
The number of shares of common stock reported on Table I as being held directly includes 450 shares of common stock acquired under the issuer's employee stock purchase plan. On the reporting person's Form 4 filed on February 10, 2015, these shares were inadvertently included in the securities held indirectly through a limited liability company. The number of shares reported as being held by the limited liability company has been reduced accordingly.
- (2) Reflects shares withheld to cover the reporting person's tax liability in connection with the vesting of restricted stock units.
- (3) On May 7, 2014, the reporting person was granted 24,691 restricted stock units, vesting in three substantially equal annual installments on May 7, 2015, May 7, 2016 and May 7, 2017.
- (4)

Remarks:

The reporting person disclaims beneficial ownership of the securities reported herein as indirectly beneficially owned, except t

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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