

K2M GROUP HOLDINGS, INC.

Form 4

June 24, 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 *
KOSTUIK JOHN PHILIP MD

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)
06/22/2015

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) **Chief Medical Officer**

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

LEESBURG, VA 20175

(City) (State) (Zip)

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 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 Ownership (Instr. 4)
Common Stock	06/22/2015		M	7,210	A \$ 5.73	244,281	D
Common Stock	06/22/2015		S ⁽¹⁾	7,210	D \$ 25.36 ⁽²⁾	237,071	D
Common Stock	06/23/2015		M	10,668	A \$ 5.73	247,739	D
Common Stock	06/23/2015		S ⁽¹⁾	10,668	D \$ 24.89	237,071	D
	06/24/2015		M	6,459	A \$ 5.73	243,530	D

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Common
Stock

Common Stock	06/24/2015	S ⁽¹⁾	6,459	D	\$ 24.27 <u>(3)</u>	237,071	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.73	06/22/2015		M	7,210	<u>(4)</u> 05/14/2016	Common Stock	7,210
Stock Option (Right to Buy)	\$ 5.73	06/23/2015		M	10,668	<u>(4)</u> 05/14/2016	Common Stock	10,668
Stock Option (Right to Buy)	\$ 5.73	06/24/2015		M	6,459	<u>(4)</u> 05/14/2016	Common Stock	6,459

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOSTUIK JOHN PHILIP MD C/O K2M GROUP HOLDINGS, INC. 751 MILLER DRIVE SE LEESBURG, VA 20175	X		Chief Medical Officer	

Signatures

/s/ Luke Miller by power of
attorney

06/24/2015

__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) The sale in this Form 4 were effected pursuant to a 10b5-1 trading plan.

The price in Column 4 is a weighted average. The prices actually received ranged from \$24.95 to \$25.70. The reporting person will

(2) provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

The price in Column 4 is a weighted average. The prices actually received ranged from \$24.08 to \$24.59. The reporting person will

(3) provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(4) An option which is fully vested.

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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