

K2M GROUP HOLDINGS, INC.

Form 4

June 29, 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

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cole Gregory S

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)  
06/25/2015

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Chief Financial Officer

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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	06/25/2015		M	14,841	A \$ 5.73	15,149	D
Common Stock	06/25/2015		S <sup>(1)</sup>	14,841	D \$ 24.55	308	D
Common Stock	06/26/2015		M	15,300	A \$ 5.73	15,608	D
Common Stock	06/26/2015		S <sup>(1)</sup>	15,300	D \$ 24.01	308	D
	06/29/2015		M	8,848	A \$ 5.73	9,156	D

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Common  
Stock

Common Stock	06/29/2015	S <sup>(1)</sup>	8,848	D	\$ 24.05	308	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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.73	06/25/2015		M		14,841		<u>(3)</u>	05/14/2016	Common Stock	14,841
Stock Option (Right to Buy)	\$ 5.73	06/26/2015		M		15,300		<u>(3)</u>	05/14/2016	Common Stock	15,300
Stock Option (Right to Buy)	\$ 5.73	06/29/2015		M		8,848		<u>(3)</u>	05/14/2016	Common Stock	8,848

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cole Gregory S C/O K2M GROUP HOLDINGS, INC. 751 MILLER DRIVE SE LEESBURG, VA 20175	Chief Financial Officer

## Signatures

/s/ Luke Miller by power of  
attorney

06/29/2015

\_\_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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.  
The price in Column 4 is a weighted average. The prices actually received ranged from \$24.08 to \$24.78. 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.
- (3) An option which is fully vested.
- (4) This number reflects the correct number of shares beneficially owned after the reported transaction, correcting a 30 share discrepancy in the Form 4 filed by the Reporting Person on June 24, 2015.

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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