

K2M GROUP HOLDINGS, INC.

Form 4

July 21, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FERRER CARLOS A**

(Last) (First) (Middle)

**C/O FFC PARTNERS, 10  
GLENVILLE STREET**

(Street)

**GREENWICH, CT 06831**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**K2M GROUP HOLDINGS, INC.**  
**[KTWO]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/17/2015**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/17/2015		S		83,365	D	\$ 22.37 (1)	1,583,941	I	See footnotes (2) (3)
Common Stock	07/17/2015		S		3,042	D	\$ 22.37 (1)	57,796	I	See footnote (3) (4)
Common Stock								440	D	

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERRER CARLOS A C/O FFC PARTNERS 10 GLENVILLE STREET GREENWICH, CT 06831		X		

## Signatures

/s/ Carlos A.  
Ferrer 07/21/2015

\_\_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).

This amount represents the \$22.60 public offering price per share of common stock of the issuer ("Common Stock"), less the

- (1) underwriting discount of \$0.23 per share of Common Stock in connection with the underwriter's exercise of its option to purchase additional shares granted in connection with an underwritten secondary offering that closed on July 17, 2015.
- (2) Represents securities held directly by FFC Partners III-B, L.P. ("FFC III-B").

- (3) FFC GP III, LLC is the general partner of each of FFC III-B and FFC Executive Partners III, L.P. ("FFC EP III", and together with FFC III-B and FFC GP III, LLC, the "FFC Entities"). Carlos A. Ferrer, a member of the issuer's board of directors, is a manager of FFC GP III, LLC. Mr. Ferrer disclaims beneficial ownership of all securities held by the FFC Entities, except to the extent of his pecuniary interest therein, if any.

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(4) Represents securities held directly by FFC EP III.

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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