

K2M GROUP HOLDINGS, INC.

Form 4

June 16, 2016

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 *
FERRER CARLOS A

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)

3. Date of Earliest Transaction
(Month/Day/Year)
06/14/2016

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

C/O FFC PARTNERS, 10
GLENNVILLE STREET

(Street)

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

GREENWICH, CT 06831

(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. 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				(A) or (D)			See footnotes (1) (2)
Common Stock				(A) or (D)			See footnote (2) (3)
Common Stock	06/14/2016		A ⁽⁴⁾	3,999 A \$ 0	63,381	D	

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14.38	06/14/2016		A	10,268	(5) 06/14/2026	Common Stock	10,268

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

06/16/2016

**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) Represents securities held directly by FFC Partners III-B, L.P. ("FFC III-B").

(2) 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.

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

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- (4) Reflects a grant of restricted stock which vests in three equal installments on August 15, 2017, August 15, 2018, and August 15, 2019.
- (5) An option which vests in three equal installments on August 15, 2017, August 15, 2018 and August 15, 2019.

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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