

Cole Gregory S  
Form 4  
November 14, 2018

**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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(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., 600 HOPE PARKWAY SE

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/09/2018

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

(Street)

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 (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 Ownership (Instr. 4)
Common Stock	11/09/2018		D <sup>(1)</sup>	37,764	D 27.5 <sup>(2)</sup>	27,895	D
Common Stock	11/09/2018		D <sup>(1)</sup>	27,895 <sup>(3)</sup>	D 27.5 <sup>(4)</sup>	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

number.

**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.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 15	11/09/2018		D <sup>(1)</sup>		37,038		<sup>(5)</sup>	05/07/2024	Common Stock	37,038
Stock Option (Right to Buy)	\$ 23.46	11/09/2018		D <sup>(1)</sup>		22,000		<sup>(5)</sup>	07/01/2025	Common Stock	22,000
Stock Option (Right to Buy)	\$ 14.38	11/09/2018		D <sup>(1)</sup>		37,835		<sup>(7)</sup>	06/14/2026	Common Stock	37,835
Stock Option (Right to Buy)	\$ 22.81	11/09/2018		D <sup>(1)</sup>		36,458		<sup>(8)</sup>	06/05/2027	Common Stock	36,458
Stock Option (Right to Buy)	\$ 23.59	11/09/2018		D <sup>(1)</sup>		32,370		<sup>(9)</sup>	06/04/2028	Common Stock	32,370

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cole Gregory S C/O K2M GROUP HOLDINGS, INC. 600 HOPE PARKWAY SE LEESBURG, VA 20175	Chief Financial Officer

## Signatures

/s/ Greg Cole

11/14/2018

\_\_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).

On November 9, 2018, Stryker Corporation, a Michigan corporation ("Parent"), acquired the Issuer pursuant to that certain Agreement and Plan of Merger entered into by and among the Issuer, Parent and Austin Merger Sub Corp., a Delaware corporation and

- (1) wholly-owned subsidiary of Parent ("Merger Sub"), dated as of August 29, 2018 (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer surviving such merger as a wholly-owned subsidiary of Parent (the "Merger").

At the effective time of the Merger (the "Effective Time"), each outstanding share of the Issuer's common stock (other than certain

- (2) excluded shares) automatically converted into the right to receive \$27.50 in cash, without interest and less any applicable withholding taxes (the "Merger Consideration").

- (3) Reflects shares of restricted stock.

Each Issuer restricted stock award ("RSA"), whether vested or unvested, outstanding immediately prior to the Effective Time was

- (4) cancelled and entitled the holder of such RSA, as applicable, to receive, without interest, an amount in cash equal to the product of (i) the total number of shares of Issuer common stock subject to such award multiplied by (ii) the Merger Consideration, less any applicable withholding taxes.

- (5) These options were fully vested.

At the Effective Time, each stock option, whether vested or unvested, outstanding immediately before the Effective Time was cancelled

- (6) and entitled the holder of such option to receive, without interest, an amount in cash equal to the product of (i) the total number of shares of Issuer common stock subject to the stock option multiplied by (ii) the excess, if any, of the Merger Consideration over the exercise price of such stock option, less any applicable withholding taxes.

- (7) These options were to vest ratably over a three year period beginning on June 14, 2017.

- (8) These options were to vest ratably over a three year period beginning on June 6, 2018.

- (9) These options were to vest ratably over a three year period beginning on June 5, 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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