

K2M GROUP HOLDINGS, INC.

Form 4

March 08, 2017

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 *
Queally Paul B.

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 WELSH, CARSON,
ANDERSON & STOWE, 320 PARK
AVENUE, SUITE 2500

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2017

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

(Street)
NEW YORK, NY 10022

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/08/2017		J ⁽¹⁾		5,384,858	D	\$ 0 ⁽¹⁾	0	I	By Welsh, Carson, Anderson & Stowe XI, L.P. ⁽²⁾ ⁽³⁾
Common Stock	03/08/2017		J ⁽¹⁾		78,849	D	\$ 0 ⁽¹⁾	0	I	By WCAS Capital Partners IV, L.P. ⁽²⁾

(3)

Common Stock	03/08/2017	J(1)(3)	77,117	A	\$ 0 (1) (3)	81,556	D	
Common Stock	03/08/2017	J(1)(3)	866	A	\$ 0 (1) (3)	866	I	By The Queally Family LLC (4)
Common Stock	03/08/2017	J(1)(3)	1,922	A	\$ 0 (1) (3)	1,922	I	By trusts (4)

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 Reported Transaction (Instr. 6)
				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
Queally Paul B. C/O WELSH, CARSON, ANDERSON & STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022	X X

Signatures

/s/ David Mintz,
Attorney-in-Fact

03/08/2017

__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) Distribution-in-kind of shares by Welsh, Carson, Anderson & Stowe XI, L.P. and WCAS Capital Partners IV, L.P. pro rata to their respective partners.

The Reporting Person is a managing member of the respective sole general partners of Welsh, Carson, Anderson & Stowe XI, L.P. and WCAS Capital Partners IV, L.P. Pursuant to Instruction (4)(b)(iv) of Form 4, the Reporting Person has elected to report as indirectly

- (2) beneficially owned the entire number of securities beneficially owned by each such entity. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his pecuniary interest therein and/or that are not actually distributed to him.

The Reporting Person may also be deemed to have indirectly beneficially owned 386,851 shares of Common Stock held by WCAS XI Co-Investors LLC (including 368,704 shares received in the distribution from Welsh, Carson, Anderson & Stowe XI, L.P.), which on March 8, 2017 were distributed-in-kind by WCAS XI Co-Investors LLC pro rata to its members, including the Reporting Person.

- (3) Pursuant to Instruction 4(b)(iv) of Form 4, the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities owned by WCAS XI Co-Investors LLC. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his pecuniary interest therein and/or that are not actually distributed to him.

- (4) The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest, if any, therein.

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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