

AMEDICA Corp
Form 3
February 12, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â MOYES JAY M

(Last) (First) (Middle)

C/O AMEDICA CORPORATION,Â 1885 WEST 2100 SOUTH

(Street)

SALT LAKE CITY,Â UTÂ 84119

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/12/2014

3. Issuer Name and Ticker or Trading Symbol
AMEDICA Corp [AMDA]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner

☒ Officer ☐ Other (specify below)

Chief Financial Officer

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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

58,778 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Warrant to Purchase Shares of Common Stock	Â (2)	Â (2)	Common Stock	484	\$ (2)	I	See Footnote (3)
Series A Preferred Stock	Â (4)	Â (4)	Common Stock	1,534 (4)	\$ (4)	D	Â
Series F Preferred Stock	Â (5)	Â (5)	Common Stock	6,250 (5)	\$ (5)	I	See Footnote (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOYES JAY M C/O AMEDICA CORPORATION 1885 WEST 2100 SOUTH SALT LAKE CITY, UT 84119	Â X	Â	Â Chief Financial Officer	Â

Signatures

/s/ Jonathan
Ursprung
Date
02/12/2014

**Signature of
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 58,778 restricted stock units, each of which represents a contingent right to receive one share of Issuer's common stock. The restricted stock units vest on the earlier of a change in control or the date of the expiration of the lock up period imposed on the Reporting Person after completion of the closing of the underwritten initial public offering of shares of the Issuer's Common Stock.
 - (2) Warrant has an exercise price of \$25.77 per share of Common Stock and is exercisable at any time and expires on August 30, 2018.
 - (3) Shares held by Drayton Investments, LLC, of which Reporting Person is a managing member. The Reporting Person disclaims beneficial ownership except to the extent of any pecuniary interest therein.
 - (4) Upon the closing of the Issuer's initial public offering of shares of its Common Stock, each share of Series A Convertible Preferred Stock will convert into 1.0000 share of the Issuer's Common Stock pursuant to the terms of the Certificate of Designation for Series A Convertible Preferred Stock of the Issuer. This conversion is reflected in column 3 in the amount of securities underlying the derivative securities.
 - (5) Upon the closing of the Issuer's initial public offering of shares of its Common Stock, each share of Series F Convertible Preferred Stock will convert into 6.44370 shares of the Issuer's Common Stock pursuant to the terms of the Certificate of Designation for Series F Convertible Preferred Stock of the Issuer. This conversion is reflected in column 3 in the amount of securities underlying the derivative securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.