

Visa Olivier M
Form 4
March 11, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Visa Olivier M

(Last) (First) (Middle)

11621 RESEARCH CIRCLE

(Street)

ALACHUA, FL 32615

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RTI SURGICAL, INC. [RTIX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2019

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)
VP-OEM, Sports, Donor Services

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price (1) (2) (3) (4)
Common Stock	03/08/2019		D		148,326	D	0

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)

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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
Option to purchase common stock \$\$.001 par value	\$ 4.25	03/08/2019		D	38,800	(5) 02/28/2028	Common Stock	38,800
Option to purchase common stock \$\$.001 par value	\$ 4.5	03/08/2019		D	16,900	(6) 05/01/2028	Common Stock	16,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Visa Olivier M 11621 RESEARCH CIRCLE ALACHUA, FL 32615			VP-OEM, Sports, Donor Services	

Signatures

/s/ Olivier M.
 Visa
 Date: 03/11/2019
 **Signature of Reporting Person

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) On March 8, 2019, pursuant to the Master Transaction Agreement, by and among the Issuer, RTI Surgical, Inc., a Delaware corporation ("Old RTI"), PS Spine Holdco, LLC, a Delaware limited liability company (the "Member"), and Bears Merger Sub, Inc., a Delaware corporation (the "Merger Sub"): (a) the Merger Sub merged with and into Old RTI, with Old RTI surviving as a wholly-owned subsidiary of the Issuer (the "Merger"); (b) the Member contributed all of the issued and outstanding membership interests of Paradigm Spine, LLC, a Delaware limited liability company and wholly owned subsidiary of the Member, to the Issuer; and (c) the Issuer was renamed "RTI Surgical Holdings, Inc."
- (2) Pursuant to the Master Transaction Agreement, at the effective time of the Merger: (a) each issued and outstanding share of common stock of Old RTI converted automatically into one share of the Issuer's common stock; (b) each issued and outstanding share of Series A

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Convertible Preferred Stock of Old RTI converted automatically into one share of the Issuer's Series A Convertible Preferred Stock; and (c) each stock option and restricted stock award granted by Old RTI converted into a stock option or restricted stock award, as applicable, of the Issuer with respect to an equivalent number of shares of the Issuer's common stock on the same terms and conditions as were applicable prior to the Closing. This report reflects the beneficial ownership of the reporting person at the time of the consummation of the Merger and does not include the securities of the Issuer acquired by the reporting person upon the consummation of the Merger.

- (3) The reporting person will file a Form 4 reflecting his acquisition of the Issuer's securities in connection with the consummation of the Mergers.

Total includes 95,459 shares of restricted stock that will vest on; 25,000 on each of 10/02/2019 and 10/02/2020, 5,867 shares on

- (4) 2/29/2020 and 5,866 shares on 2/28/2021, 2,767 shares on each of 5/01/2019 and 5/01/2020 and 2,766 shares on 5/01/2021, 8,476 shares on 2/26/2020 and 8,475 shares on each of 2/26/2021 and 2/26/2022.
- (5) 7,760 shares of this option is exercisable and 7,760 will become exercisable on each of 2/29/2020, 2/28/2021, 2/28/2022 and 2/28/2023.
- (6) This option is exercisable as to 3,380 shares on each of 5/1/2019, 5/1/2020, 5/1/2021, 5/1/2022 and 5/1/2023.

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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