

STOLPER MARK  
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 \*  
STOLPER MARK

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O RTI SURGICAL, INC., 11621 RESEARCH CIRCLE

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

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

(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

ALACHUA, FL 32615

(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 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		66,784	D	0

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 required to respond unless the form displays a currently valid OMB control number.**

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STOLPER MARK C/O RTI SURGICAL, INC. 11621 RESEARCH CIRCLE ALACHUA, FL 32615		X		

## Signatures

/s/Mark Stolper                      03/11/2019  
 \*\*Signature of                      Date  
 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."
- 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 Convertible Preferred Stock of Old RTI converted automatically into one share of the Issuer's Series A Convertible Preferred Stock; and
- (2) (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.
- (4) Total includes 21,322 shares of restricted stock that will vest on 2/26/2020.

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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