

Louw Johannes Wynand
 Form 4
 March 12, 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 *
 Louw Johannes Wynand

(Last) (First) (Middle)

C/O RTI SURGICAL, INC, 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
 ___X___ Officer (give title below) ___ Other (specify below)

Vice President Finance

6. Individual or Joint/Group Filing(Check Applicable Line)

___X___ 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 (D) Price (1) (2) (3)			
Common Stock	03/08/2019		D	39,359 D	0	D	

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock	\$ 2.69	03/08/2019		D		2,000		03/08/2019	02/28/2021	Common Stock	2,000
Option to purchase Common Stock	\$ 4.02	03/08/2019		D		6,000		03/08/2019	02/09/2022	Common Stock	6,000
Option to purchase Common Stock	\$ 3.6	03/08/2019		D		15,000		03/08/2019	02/25/2023	Common Stock	15,000
Option to purchase Common Stock	\$ 3.78	03/08/2019		D		20,000		03/08/2019	02/25/2024	Common Stock	20,000
Option to purchase Common Stock	\$ 5.23	03/08/2019		D		20,000		<u>(4)</u>	02/17/2025	Common Stock	20,000
Option to purchase Common Stock	\$ 3.31	03/08/2019		D		19,355		<u>(5)</u>	02/24/2026	Common Stock	19,355
Option to purchase Common Stock	\$ 4.6	03/08/2019		D		26,432		<u>(6)</u>	05/03/2027	Common Stock	26,432
Option to purchase Common Stock	\$ 4.25	03/08/2019		D		20,500		<u>(7)</u>	02/29/2028	Common Stock	20,500
Option to purchase Common Stock	\$ 4.26	03/08/2019		D		12,376		<u>(8)</u>	11/29/2028	Common Stock	12,376

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Louw Johannes Wynand C/O RTI SURGICAL, INC 11621 RESEARCH CIRCLE ALACHUA, FL 32615			Vice President Finance	

Signatures

/s/Johannes W.
Louw 03/12/2019
 **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."
- (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 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) Total includes 29,909 shares of restricted stock that will vest on; 4,348 shares will vest on both 5/03/2019 and 5/03/2020, 3,100 shares will vest on both 2/29/2020 and 2/28/2021, 1,957 shares will vest on 11/29/2019 and 1,956 shares will vest on both 11/29/2020 and 11/29/2021, 3,048 shares will vest on 2/26/2020, 2/26/2021 and 2/26/2022.
- (4) Total includes 16,000 exercisable options and 4,000 that will become exercisable on 2/17/2020.
- (5) Total includes 11,613 exercisable options and 3,871 options will become exercisable on both 2/24/2020 and 2/24/2021.
- (6) Total includes 5,287 exercisable options and 5,287 will become exercisable on 5/3/2019 and 5,286 will become exercisable on each 5/03/2020, 05/03/2021 and 05/03/2022.
- (7) Total includes 4,100 exercisable options and 4,100 options will become exercisable on each of 2/29/2020, 2/28/2021, 2/28/2022 and 2/28/2023.
- (8) This option will become exercisable as to 2,475 shares on each of 11/29/2019, 11/29/2020, 11/29/2021, 11/29/2022 and 2,476 shares on 11/29/2023.

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.