

Edgar Filing: Xtant Medical Holdings, Inc. - Form SC 13G/A

Xtant Medical Holdings, Inc.
Form SC 13G/A
February 14, 2019

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 3)

Xtant Medical Holdings, Inc

(Name of Issuer)

Common Stock

(Title of Class of Securities)

98420P308

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Schedule 13G/A

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1.Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Telemetry Investments, L.L.C.

13-4081603

2.Check the Appropriate Box if a Member of a Group (See Instructions)

(a) / /

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(b) / /

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware

Number of

5. Sole Voting Power

Shares Beneficially owned

0

by Each

6. Shared Voting Power

796,826 (1)

Reporting

7. Sole Dispositive Power

0

Person With:

8. Shared Dispositive Power

796,826 (1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

796,826 (1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row 9

6.0% * (2)

12. Type of Reporting Person (See Instructions)

IA

(1) Telemetry Investments, L.L.C. is the investment manager to Telemetry Securities, L.L.C., a Delaware limited liability company. For purposes of Reg. Section 240.13d-3, Telemetry Securities, L.L.C., Telemetry Investments, L.L.C., as the investment manager to Telemetry Securities, L.L.C., and each of Andrew J. Schorr and Daniel P. Schorr, as a manager of Telemetry Investments, L.L.C. are collectively, the Reporting Persons in respect of the common shares of the Issuer reported herein.

(2) This percentage is calculated based upon 13,171,347 shares outstanding of the Issuer, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 filed with the Securities and Exchange Commission on November 14, 2018.

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Andrew J. Schorr

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) / /

(b) / /

3. SEC Use Only

4. Citizenship or Place of Organization

USA

Number of

5. Sole Voting Power

Shares Beneficially owned

0

6. Shared Voting Power

796,826 (1)

by Each

7. Sole Dispositive Power

0

Reporting Person With:

8. Shared Dispositive Power

796,826 (1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

796,826 (1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row 9

6.0% * (2)

12. Type of Reporting Person (See Instructions)

IN

(1) Each of Andrew J. Schorr and Daniel P. Schorr are managers of Telemetry Investments, L.L.C., a registered investment adviser to, and with power to vote or dispose of the assets of, Telemetry Securities, L.L.C. As a result of the foregoing, for purposes of Reg. Section 240.13d-3, Telemetry Securities, L.L.C., Telemetry Investments, L.L.C., as the investment manager to Telemetry Securities, L.L.C., and each of Andrew J. Schorr and Daniel P. Schorr, as a manager of Telemetry Investments, L.L.C. are collectively, the Reporting Persons in respect of the common shares of the Issuer reported herein.

(2) This percentage is calculated based upon 13,171,347 shares outstanding of the Issuer, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 filed with the Securities and Exchange Commission on November 14, 2018.

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1.Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Daniel P. Schorr

2.Check the Appropriate Box if a Member of a Group (See Instructions)

(a) / /

(b) / /

3.SEC Use Only

4.Citizenship or Place of Organization

USA

Number of

5.Sole Voting Power

Shares Bene- 0

ficially owned 6.Shared Voting Power

796,826 (1)

by Each

7.Sole Dispositive Power

0

Reporting

8.Shared Dispositive Power

Person With: 796,826 (1)

9.Aggregate Amount Beneficially Owned by Each Reporting Person

796,826 (1)

10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11.Percent of Class Represented by Amount in Row 9

6.0% * (2)

12.Type of Reporting Person (See Instructions)

IN

(1) Each of Andrew J. Schorr and Daniel P. Schorr are managers of Telemetry Investments, L.L.C., a registered investment adviser to, and with power to vote or dispose of the assets of, Telemetry Securities, L.L.C. As a result of the foregoing, for purposes of Reg. Section 240.13d-3, Telemetry Securities, L.L.C., Telemetry Investments, L.L.C., as the investment manager to Telemetry Securities, L.L.C., and each of Andrew J. Schorr and Daniel P. Schorr, as a manager of Telemetry Investments, L.L.C. are collectively, the Reporting Persons in respect of the common shares of the Issuer reported herein.

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(2) This percentage is calculated based upon 13,171,347 shares outstanding of the Issuer, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 filed with the Securities and Exchange Commission on November 14, 2018.

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1.Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Telemetry Securities, L.L.C.

13-4081600

2.Check the Appropriate Box if a Member of a Group (See Instructions)

(a) / /

(b) / /

3.SEC Use Only

4.Citizenship or Place of Organization

Delaware

Number of

5.Sole Voting Power

Shares Bene- 0 (1)

6.Shared Voting Power

0

by Each

7.Sole Dispositive Power

0 (1)

Reporting

8.Shared Dispositive Power

Person With: 0

9.Aggregate Amount Beneficially Owned by Each Reporting Person

796,826 (1)

10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11.Percent of Class Represented by Amount in Row 9

6.0% (2)

12.Type of Reporting Person (See Instructions)

PN

(1) For purposes of Reg. Section 240.13d-3, Telemetry Securities, L.L.C., Telemetry Investments, L.L.C., as the investment manager to Telemetry

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Securities, L.L.C., and each of Andrew J. Schorr and Daniel P. Schorr, as a manager of Telemetry Investments, L.L.C. are collectively, the Reporting Persons in respect of the common shares of the Issuer reported herein.

(2) This percentage is calculated based upon 13,171,347 shares outstanding of the Issuer, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 filed with the Securities and Exchange Commission on November 14, 2018.

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Item 1.

(a) Name of Issuer:

Xtant Medical Holdings, Inc.

(b) Address of Issuer's Principal Executive Offices

664 Cruiser Lane
Belgrade, Montana 59714

Item 2.

(a) Name of Person Filing

Telemetry Securities, L.L.C. as the holder of 796,826 common shares of the Issuer, Telemetry Investments, L.L.C., as the investment manager to Telemetry Securities, L.L.C., and each of Andrew J. Schorr and Daniel P. Schorr, as a manager of Telemetry Investments, L.L.C. are collectively, the Reporting Persons hereunder.

(b) Address of Principal Business Office or, if none, Residence

545 Fifth Avenue, Suite 1108
New York, NY 10017

(c) Citizenship

Telemetry Investments, L.L.C. and Telemetry Securities, L.L.C.-- Delaware
Andrew J. Schorr and Daniel P. Schorr -- USA

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

98420P308

Item 3. If this statement is filed pursuant to ss240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) | | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).(1)

(b) | | Bank as defined in section 3(s)(6) of the Act (15 U.S.C. 78c).

(c) | | Insurance Company as defined in section 3(a)(19) of the

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Act (15 U.S.C. 78c).

- (d) | | Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) |X| An investment adviser in accordance with s240.13d-1(b)(1)(ii)(E);(2)
- (f) | | An employee benefit plan or endowment fund in accordance with s240.13d-1(b)(1)(ii)(F);
- (g) | | A parent holding company or control person in accordance with s240.13d-1(b)(ii)(G);
- (h) | | A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) | | A church plan that is excluded from the definition of an investment company under section 3c(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) | | Group, in accordance with s240.13d-1(b)(1)(ii)(J).

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Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

796,826 shares of common stock of the Issuer

(b) Percent of Class:

6.0% of the common stock of the Issuer, based upon the amount outstanding as reported in Issuer's most recent quarterly report

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

*

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

*

Instruction: For computations regarding securities which represent a right to acquire an underlying security see s240.13d(1).

* This report on Schedule 13G/A is being jointly filed by (i) Telemetry Securities, L.L.C., (ii) Telemetry Investments, L.L.C. as investment adviser to Telemetry Securities, L.L.C., (iii) Andrew J. Schorr as a manager and member of Telemetry Investments, L.L.C. and (iv) Daniel P. Schorr as the other manager and member of Telemetry Investments, L.L.C.

As of December 31, 2018, Telemetry Securities, L.L.C. holds 796,826 common shares of the Issuer.

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Such shares are deemed to be beneficially owned (a) directly by Telemetry Securities, L.L.C. and (b) indirectly by Telemetry Investments, L.L.C. as investment adviser to Telemetry Securities, L.L.C. and (c) indirectly by each of Andrew J. Schorr and Daniel P. Schorr as managers and members of Telemetry Investments, L.L.C.

The beneficial ownership percentage of 6.0% of the class is based upon 13,171,347 shares outstanding of the Issuer, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018, filed with the Securities and Exchange Commission on November 14, 2018.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following / /.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Telemetry Fund I, L.P. is the sole member of Telemetry Securities, L.L.C. As such, it and its partners have an indirect right in dividends from, or the proceeds from the sale of, shares of the Issuer owned by Telemetry Securities, L.L.C.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

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Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 11, 2019

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(Date)

TELEMETRY INVESTMENTS, L.L.C.

By: /s/ Andrew Schorr

Name: Andrew Schorr
Title: Chief Executive Officer

TELEMETRY SECURITIES, L.L.C.

By: Telemetry Investments, L.L.C., its Investment Manager

By: /s/ Andrew Schorr

Name: Andrew Schorr
Title: Chief Executive Officer

/s/ Andrew Schorr

Andrew Schorr

/s/ Daniel Schorr

Daniel Schorr