

RTI SURGICAL, INC.  
Form 4  
July 08, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
**WATER STREET HEALTHCARE PARTNERS II LP**

(Last) (First) (Middle)

333 WEST WACKER DRIVE,, SUITE 2800

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/06/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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
Common Stock	07/06/2016		A		20,270	A	\$ 0 59,919
						I	See Footnotes (1) (2)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATER STREET HEALTHCARE PARTNERS II LP 333 WEST WACKER DRIVE, SUITE 2800 CHICAGO, IL 60606		X		
WATER STREET HEALTHCARE MANAGEMENT II, LP 333 WEST WACKER DRIVE, SUITE 2800 CHICAGO, IL 60606		X		
WATER STREET HEALTHCARE PARTNERS, LLC 333 WEST WACKER DRIVE, SUITE 2800 CHICAGO, IL 60606		X		

## Signatures

WATER STREET HEALTHCARE PARTNERS II, L.P., By: Water Street Healthcare Management II, L.P., Its: GP, By: Water Street Healthcare Partners, LLC, Its: GP, By: /s/ James G. Connelly III, Name: James G. Connelly III, Its: Authorized Signatory	07/08/2016
__Signature of Reporting Person	Date
WATER STREET HEALTHCARE MANAGEMENT II, L.P., By: Water Street Healthcare Partners, LLC, Its: General Partner, By: /s/ James G. Connelly III, Name: James G. Connelly III, Its: Authorized Signatory	07/08/2016
__Signature of Reporting Person	Date
WATER STREET HEALTHCARE PARTNERS, LLC, By: /s/ James G. Connelly III, Name: James G. Connelly III, Its: Authorized Signatory	07/08/2016
__Signature of Reporting Person	Date

## 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).

Represents shares of restricted stock of RTI Surgical, Inc. (the "Company") granted to Christopher R. Sweeney as part of the director compensation program of the Company, all of which will vest on the first anniversary of the date of grant. Mr. Sweeney is a limited partner of Water Street Healthcare Management II, L.P. (the "General Partner"). Pursuant to the limited partnership agreement of the

(1) General Partner, Mr. Sweeney is required to turn over all director's fees received from the Company to the General Partner. Pursuant to the limited partnership agreement of Water Street Healthcare Partners II, L.P. (the "Fund"), the General Partner is required to offset such director's fees against the management fee paid by the Fund to the General Partner. The sole general partner of the General Partner is Water Street Healthcare Partners, LLC.

(2) Each of the Fund, the General Partner and Water Street Healthcare Partners, LLC disclaims beneficial ownership of the restricted common stock shares, except to the extent of its pecuniary interest therein.

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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