

WATER STREET HEALTHCARE PARTNERS II LP
 Form 4
 March 02, 2018

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 *
WATER STREET HEALTHCARE PARTNERS II LP

(Last) (First) (Middle)

444 WEST LAKE STREET, SUITE 1800

(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)
02/28/2018

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	02/28/2018		A		17,647 (1)	A	\$ 0 94,050
						I	See Footnotes (2) (3)

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 444 WEST LAKE STREET, SUITE 1800 CHICAGO, IL 60606		X		
WATER STREET HEALTHCARE MANAGEMENT II, LP 444 WEST LAKE STREET, SUITE 1800 CHICAGO, IL 60606		X		
WATER STREET HEALTHCARE PARTNERS, LLC 444 WEST LAKE STREET, SUITE 1800 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/ Timothy Dugan, Name: Timothy Dugan, Its: Authorized Signatory	03/02/2018
__Signature of Reporting Person	Date
WATER STREET HEALTHCARE MANAGEMENT II, L.P., By: Water Street Healthcare Partners, LLC, Its: General Partner, By: /s/ Timothy Dugan, Name: Timothy Dugan, Its: Authorized Signatory	03/02/2018
__Signature of Reporting Person	Date
WATER STREET HEALTHCARE PARTNERS, LLC, By: /s/ Timothy Dugan, Name: Timothy Dugan, Its: Authorized Signatory	03/02/2018
__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).

(1)

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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.

- (2) All shares are held by Mr. Sweeney and other representatives of Water Street Healthcare Management II, L.P. (the "General Partner") received pursuant to the Company's director compensation program. Pursuant to the limited partnership agreement of the General Partner, such representatives are 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.
- (3) Each of the Fund, the General Partner and Water Street Healthcare Partners, LLC disclaims beneficial ownership of the securities reported herein, 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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