

Varela John N  
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 \*  
Varela John N

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP Global Operations

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) (4)
Common Stock	03/08/2019		D		83,633	D	0

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock	\$ 4.26	03/08/2019		D	20,000	<u>(5)</u> 07/14/2024	Common Stock	20,000	
Option to purchase Common Stock	\$ 5.23	03/08/2019		D	30,000	<u>(6)</u> 02/17/2025	Common Stock	30,000	
Option to purchase Common Stock	\$ 3.31	03/08/2019		D	38,710	<u>(7)</u> 02/24/2026	Common Stock	38,710	
Option to purchase Common Stock	\$ 4.6	03/08/2019		D	48,458	<u>(8)</u> 05/03/2027	Common Stock	48,458	
Option to purchase Common Stock	\$ 4.25	03/08/2019		D	43,700	<u>(9)</u> 02/28/2028	Common Stock	43,700	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Varela John N C/O RTI SURGICAL, INC. 11621 RESEARCH CIRCLE ALACHUA, FL 32615			EVP Global Operations	

**Signatures**

/s/John N. Varela 03/12/2019

\*\*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) 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) 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 29,208 shares of restricted stock that will vest on; 7,971 shares will vest on both 5/03/2019 and 5/03/2020, 6,633 shares will vest on both 2/29/2020 and 2/28/2021.

(5) Total includes 16,000 exercisable options and 4,000 options that become exercisable on 7/14/2019.

(6) Total includes 24,000 exercisable options and 6,000 that will become exercisable on 2/17/2020.

(7) Total includes 23,226 exercisable options and 7,742 will become exercisable on both 2/24/2020 and 2/24/2021.

(8) Total includes 9,692 exercisable options and 9,692 will become exercisable on both 5/03/2019 and 5/03/2020, and 9,691 on both 5/03/2021 and 5/03/2022.

(9) Total includes 8,740 exercisable options and 8,740 will become exercisable on each of 2/29/2020, 2/28/2021, 2/28/2022 and 2/28/2023.

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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