

Valentine Keith
Form 4
January 03, 2019

FORM 4

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

OMB APPROVAL

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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 *
Valentine Keith

(Last) (First) (Middle)

C/O SEASPINE HOLDINGS CORPORATION, 5770 ARMADA DRIVE

(Street)

CARLSBAD, CA 92008

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SeaSpine Holdings Corp [SPNE]

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2018

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)
Chief Executive Officer

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code | V Amount (A) or (D) Price | | |
| Common Stock | 12/31/2018 | | J ⁽¹⁾ | V 1,206 A 6.426 ⁽²⁾ | 184,276 | D | |
| Common Stock | 01/01/2019 | | M | 35,938 A 3 ⁽³⁾ | 220,214 | D | |
| Common Stock | 01/01/2019 | | M | 27,428 A 3 ⁽³⁾ | 247,642 | D | |
| Common Stock | 01/01/2019 | | F | 23,611 ⁽⁴⁾ D 18.24 | 224,031 | D | |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|-----------------|---|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| Restricted Stock Units | (3) | 01/01/2019 | | M | | 35,938 | | (5) | (5) | Common Stock | 35,938 |
| Restricted Stock Units | (3) | 01/01/2019 | | M | | 27,428 | | (6) | (6) | Common Stock | 27,428 |
| Restricted Stock Units | (3) | 01/01/2019 | | A | 23,365 | | | (7) | (7) | Common Stock | 23,365 |
| Employee Stock Option (Right to Buy) | \$ 18.24 | 01/01/2019 | | A | 77,881 | | | (8) | 01/01/2027 | Common Stock | 77,881 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Valentine Keith C/O SEASPINE HOLDINGS CORPORATION 5770 ARMADA DRIVE CARLSBAD, CA 92008 | X | | Chief Executive Officer | |

Signatures

/s/ Paul Benny, Attorney-in-Fact for Keith C. Valentine

01/03/2019

**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) These shares were acquired under the issuer's 2015 Employee Stock Purchase Plan (ESPP) in transactions that were exempt under Rule 16b-3(c).
- (2) In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the issuer's common stock on January 3, 2017, which was the first trading day of the applicable offering period.
- (3) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
- (4) These shares were withheld by the issuer to satisfy statutory tax withholding requirements on vesting of restricted stock units that occurred on January 1, 2019. No shares were sold in connection with this transaction.
- (5) The reporting person was granted 107,815 restricted stock units on February 2, 2017, which vest in three equal installments on each of January 1, 2018, 2019 and 2020.
- (6) The reporting person was granted 82,284 restricted stock units on March 5, 2018, which vest in three equal installments on each of January 1, 2019, 2020 and 2021.
- (7) The restricted stock units vest in three equal installments on each of January 1, 2020, 2021 and 2022.
- (8) The option vests as to 25% of the underlying shares on January 1, 2020 and the remaining 75% in twelve substantially equal quarterly installments thereafter.

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.