FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* <u>Goodman David</u>                    |                                                                       |                                            |                                                    |                                                          |                                                             | 2. Issuer Name and Ticker or Trading Symbol  Xtant Medical Holdings, Inc. [ XTNT ] |     |                                   |                                    |                                                               |                     |                                                                                               |                                     |                                                                                                                                                | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director  Officer (give title  Other (specify |                                                                                                                            |                                   |                                                                          |                                                                    |  |
|----------------------------------------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------------------------|-----|-----------------------------------|------------------------------------|---------------------------------------------------------------|---------------------|-----------------------------------------------------------------------------------------------|-------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------|--------------------------------------------------------------------|--|
| (Last) (First) (Middle) 664 CRUISER LANE                                         |                                                                       |                                            |                                                    |                                                          | 3. Date of Earliest Transaction (Month/Day/Year) 07/01/2016 |                                                                                    |     |                                   |                                    |                                                               |                     |                                                                                               |                                     | below)  Former Director                                                                                                                        |                                                                                                                        |                                                                                                                            |                                   |                                                                          |                                                                    |  |
| (Street) BELGRA                                                                  | BELGRADE MT 59714                                                     |                                            |                                                    | 4. If Amendment, Date of Original Filed (Month/Day/Year) |                                                             |                                                                                    |     |                                   |                                    |                                                               |                     |                                                                                               | Line)                               | 5. Individual or Joint/Group Filing (Check Applicable Line)  X 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 |                                                                       |                                            |                                                    |                                                          |                                                             |                                                                                    |     |                                   |                                    |                                                               |                     |                                                                                               |                                     |                                                                                                                                                |                                                                                                                        |                                                                                                                            |                                   |                                                                          |                                                                    |  |
| Date                                                                             |                                                                       |                                            |                                                    | nth/Day/Year) i                                          |                                                             | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year)                        |     | 3.<br>Transaction<br>Code (Instr. |                                    | 4. Securities Acquired (A<br>Disposed Of (D) (Instr. 3,<br>5) |                     |                                                                                               | 4 and Securiti<br>Benefici<br>Owned |                                                                                                                                                | s<br>ally<br>ollowing                                                                                                  | Form<br>(D) o                                                                                                              | : Direct<br>r Indirect<br>str. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership                      |                                                                    |  |
|                                                                                  |                                                                       |                                            |                                                    |                                                          |                                                             |                                                                                    |     |                                   | Code                               | v                                                             | Amount              | (A) o                                                                                         | PI                                  | rice                                                                                                                                           | Reported<br>Transact<br>(Instr. 3 a                                                                                    | ion(s)                                                                                                                     |                                   |                                                                          | (Instr. 4)                                                         |  |
| Common Stock 07/01/                                                              |                                                                       |                                            |                                                    |                                                          | /2016                                                       |                                                                                    |     |                                   | М                                  | M 1                                                           |                     | 764 A                                                                                         |                                     | \$0                                                                                                                                            | 11,                                                                                                                    | 11,764                                                                                                                     |                                   | D                                                                        |                                                                    |  |
|                                                                                  |                                                                       | ٦                                          | Table II - I<br>(                                  |                                                          |                                                             |                                                                                    |     |                                   |                                    |                                                               | osed of,<br>onverti |                                                                                               |                                     |                                                                                                                                                | Owned                                                                                                                  |                                                                                                                            |                                   |                                                                          |                                                                    |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                              | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution D<br>if any<br>(Month/Day) | Date, Tr                                                 | Code (Instr                                                 |                                                                                    |     |                                   | 6. Date E<br>Expiratio<br>(Month/D | n Date                                                        | •                   | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                     |                                                                                                                                                | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)                                                                    | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) |                                   | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|                                                                                  |                                                                       |                                            |                                                    | c                                                        | ode                                                         | v                                                                                  | (A) | (D)                               | Date<br>Exercisal                  |                                                               | Expiration<br>Date  | Title                                                                                         | Amo<br>or<br>Num<br>of<br>Sha       |                                                                                                                                                |                                                                                                                        |                                                                                                                            |                                   |                                                                          |                                                                    |  |
| Restricted<br>Stock Unit                                                         | (1)                                                                   | 07/01/2016                                 |                                                    |                                                          | M                                                           |                                                                                    |     | 11,764                            | (1)                                |                                                               | (1)                 | Common<br>Stock                                                                               | 11,                                 | 764                                                                                                                                            | \$0                                                                                                                    | 0                                                                                                                          |                                   | D                                                                        |                                                                    |  |

## Explanation of Responses:

 $1.\ Each\ restricted\ stock\ unit\ converted\ into\ one\ share\ of\ common\ stock\ effective\ July\ 1,\ 2016.$ 

<u>/s/ David Goodman</u> <u>07/05/2016</u>

\*\* Signature of Reporting Person Date

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

- \* 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).

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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