SEC Form 4

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287						
Estimated average burden							
hours per response:	0.5						

STATEMENT OF CHANG	ES 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 [*] Eggenberg Michael			2. Issuer Name and Ticker or Trading Symbol <u>Xtant Medical Holdings</u> , Inc. [XTNT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner			
(Last) 664 CRUISER	(First) LANE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2022	Officer (give title Other (specify below) below)			
(Street) BELGRADE MT 59714 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. 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							

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. Transa Code (8)	Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V Amount (A) or (D)		(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock, \$0.000001 par value	08/15/2022		A	215,415 ⁽¹⁾	A	\$ <mark>0</mark>	215,415(1)(2)	D	
Common Stock, \$0.000001 par value							56,004,974	Ι	See Footnotes ⁽³⁾⁽⁴⁾
Common Stock, \$0.000001 par value							17,109,618	Ι	See Footnotes ⁽⁴⁾⁽⁵⁾

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. Transa Code (8)		of Deriv	r osed) r. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		Expiration Date Amount of			int of rities rlying ative rity (Instr.	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						

Explanation of Responses:

1. These shares are subject to restricted stock unit awards granted under the Xtant Medical Holdings, Inc. Amended and Restated 2018 Equity Incentive Plan, and vest and become issuable on August 15, 2023, conditioned upon the Reporting Person remaining a director of Xtant through the vesting date.

2. The Reporting Person's Form 4 report filed on August 17, 2021 previously reported 120,549 shares that were subject to unvested restricted stock unit awards. These shares have vested and were

transferred to each of ROS Acquisition Offshore LP ("ROS Acquisition") and OrbiMed Royalty Opportunities II, LP ("ORO II").

3. These securities are held of record by ROS Acquisition. OrbiMed Advisors LLC ("Advisors"), a registered investment adviser under the Investment Advisors Act of 1940, as amended, is the investment manager of ROS Acquisition. By virtue of such relationships, Advisors may be deemed to have voting and investment power with respect to the securities held by ROS Acquisition as noted above and as a result may be deemed to have beneficial ownership over such securities. Advisors exercises its voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the securities held by ROS Acquisition.

4. Each of OrbiMed ROF II LLC ("ROF II"), Advisors and the Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its or his pecuniary interest therein, if any. This report shall not be deemed an admission that any such entity or person is a beneficial owner of such securities for the purposes of Section 16 of the Exchange Act, or for any other purposes. The Reporting Person is an employee of Advisors.

5. These securities are held of record by ORO II. ROF II is the general partner of ORO II, and Advisors is the managing member of ROF II. By virtue of such relationships, Advisors and ROF II may be deemed to have voting and investment power with respect to the securities held by ORO II as noted above and as a result may be deemed to have beneficial ownership over such securities. Advisors exercises its voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the securities held by ORO II.

/s/ Amy Cull	bert, attorne	<u>y-in-</u>
fact		

08/17/2022

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)