SEC Form 4

FORM 4

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

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 Addre Schallenberg | | | 2. Issuer Name and Ticker or Trading Symbol <u>Xtant Medical Holdings, Inc.</u> [XTNT] | | ionship of Reporting P all applicable) Director | 10% Owner | | | |
|-----------------------------------|-----------------|----------|--|--------------------|---|--|--|--|--|
| (Last) 664 CRUISER | (First) LANE | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 04/03/2024 | X | Officer (give title below) Chief Operation | Other (specify below) ns Officer | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indivi Line) | 6. Individual or Joint/Group Filing (Check Applical | | | | |
| (Street) BELGRADE | MT | 59714 | | X | Form filed by One Re Form filed by More th Person | | | | |
| (City) | (State) | (Zip) | Rule 10b5-1(c) Transaction Indication | | | | | | |
| | | | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | |

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) | Code (Instr. | | | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|--------------|---|------------------------|---------------|-------------------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1130.4) |
| Common Stock | 04/03/2024 | | A | | 177,551 ⁽¹⁾ | A | \$ <mark>0</mark> | 382,695 ⁽²⁾ | D | |

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 Secu Acqu (A) of Dispo of (D) | r osed) r. 3, 4 | 6. Date Exerc Expiration Da (Month/Day/Y | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 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) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. These shares will vest and be issued with respect to 44,388 shares on each of April 3, 2025, April 3, 2026, and April 3, 2027 and with respect to 44,387 shares on April 3, 2028 pursuant to a restricted stock unit award granted under the Xtant Medical Holdings, Inc. 2023 Equity Incentive Plan, conditioned upon the Reporting Person remaining an employee of Xtant through the vesting date. 2. Includes an aggregate of 293,695 shares issuable upon vesting and settlement of restricted stock unit awards or deferred stock unit awards granted under the Xtant Medical Holdings, Inc. 2023 Equity Incentive Plan and 66,750 shares issuable upon vesting and settlement of restricted stock unit awards granted under the Xtant Medical Holdings, Inc. 2023 Equity Incentive Plan, in each case conditioned upon the Reporting Person remaining an employee of Xtant through the applicable vesting dates.

| /s/ Amy E. Culbert, attorney- in-fact | 04/05/2024 |
|--|------------|
| ** 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).