

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Neils Scott C</u>  (Last) (First) (Middle) 664 CRUISER LANE  (Street) BELGRADE MT 59714  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Xtant Medical Holdings, Inc. [ XTNT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.000001 par value	08/15/2022		A		251,895 <sup>(1)</sup>	A	\$0	419,003 <sup>(2)</sup>	D	
Common Stock, \$0.000001 par value	08/16/2022		s <sup>(3)</sup>		5,100	D	\$0.4824 <sup>(4)</sup>	413,903 <sup>(2)</sup>	D	
Common Stock, \$0.000001 par value	08/17/2022		s <sup>(3)</sup>		1,270	D	\$0.4764 <sup>(5)</sup>	412,633 <sup>(2)</sup>	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. 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 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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- These shares will vest and be issued with respect to 62,974 shares on each of August 15, 2023, August 15, 2024, and August 15, 2025 and with respect to 62,973 shares on August 15, 2026 pursuant to a restricted stock unit award granted under the Xtant Medical Holdings, Inc. Amended and Restated 2018 Equity Incentive Plan, conditioned upon the Reporting Person remaining an employee of Xtant through the vesting date
- Includes 58,594 shares that will be issued over time subject to vesting pursuant to a restricted stock unit granted under the Xtant Medical Holdings, Inc. 2018 Equity Incentive Plan and 340,878 shares that will be issued over time subject to vesting pursuant to a restricted stock unit granted under the Xtant Medical Holdings, Inc. Amended and Restated 2018 Equity Incentive Plan.
- These shares were sold under a pre-arranged sales instruction pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, to cover the estimated tax withholding obligations in connection with the vesting of restricted stock units.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.47161 to \$0.517084, inclusive. The reporting person undertakes to provide to Xtant Medical Holdings, Inc., any security holder of Xtant Medical Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.47 to \$0.4953, inclusive. The reporting person undertakes to provide to Xtant Medical Holdings, Inc., any security holder of Xtant Medical Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (5) to this Form 4.

/s/ Amy Culbert, attorney-in-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.**