

RTI SURGICAL, INC.  
Form SC 13G  
February 14, 2019

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OMB APPROVAL  
OMB Number: 3235-0145  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. \_\_) \*

RTI Surgical, Inc.

-----  
(Name of Issuer)

COMMON STOCK

-----  
(Title of Class of Securities)

74975N105

-----  
(CUSIP Number)

December 31, 2018

-----  
(Date of Event which Requires Filing of this Statement)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS SCHEDULE IS FILED:

RULE 13D-1(B)

RULE 13D-1(C)

RULE 13D-1(D)

\*THE REMAINDER OF THIS COVER PAGE SHALL BE FILLED OUT FOR A REPORTING PERSON'S INITIAL FILING ON THIS FORM WITH RESPECT TO THE SUBJECT CLASS OF SECURITIES, AND FOR ANY SUBSEQUENT AMENDMENT CONTAINING INFORMATION WHICH WOULD ALTER DISCLOSURES PROVIDED IN A PRIOR COVER PAGE.

THE INFORMATION REQUIRED ON THE REMAINDER OF THIS COVER PAGE SHALL NOT BE DEEMED TO BE "FILED" FOR THE PURPOSE OF SECTION 18 OF THE SECURITIES EXCHANGE ACT OF 1934 (THE "ACT") OR OTHERWISE SUBJECT TO THE LIABILITIES OF THAT SECTION OF THE ACT BUT SHALL BE SUBJECT TO ALL OTHER PROVISIONS OF THE ACT (HOWEVER, SEE THE NOTES).

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CUSIP NO. 74975N105  
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-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
26-2521297  
Krensavage Partners, L.P.  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)

(b)

-----  
3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

NONE  
-----

OWNED BY  
EACH

6 SHARED VOTING POWER

REPORTING  
PERSON

3,852,567  
-----

WITH

7 SOLE DISPOSITIVE POWER

NONE  
-----

8 SHARED DISPOSITIVE POWER

3,852,567  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,852,567  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
[ ] (SEE INSTRUCTIONS)

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.07%  
-----

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
PN  
-----

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-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
47-3027959  
Krensavage Partners Too, L.P.  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)  [X]  
  
(b)  [ ]  
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware  
-----

5 SOLE VOTING POWER  
  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
NONE  
-----  
6 SHARED VOTING POWER  
591,204  
-----  
7 SOLE DISPOSITIVE POWER  
NONE  
-----

8 SHARED DISPOSITIVE POWER  
591,204  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
591,204  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
[ ] (SEE INSTRUCTIONS)  
-----

11 PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.93%  
-----

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
PN  
-----

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
26-2520930  
Krensavage Asset Management, LLC  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)

(b)

-----  
3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware  
-----

	5	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		NONE
	6	SHARED VOTING POWER
		4,443,771
	7	SOLE DISPOSITIVE POWER

		NONE
	8	SHARED DISPOSITIVE POWER
		4,443,771

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
4,443,771  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
[ ] (SEE INSTRUCTIONS)

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.00%  
-----

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
CO  
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CUSIP NO. 74975N105  
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ITEM 1 (A) NAME OF ISSUER:

RTI Surgical, Inc.

ITEM 1 (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

11621 Research Circle  
Alachua, Florida 32615

ITEM 2 (a) NAME OF PERSON FILING:

- (i) Krensavage Partners, LP (KP) with respect to shares of Common Stock directly owned by it.
- (ii) Krensavage Partners Too, LP (KPT) with respect to shares of Common Stock directly owned by it.
- (iii) Krensavage Asset Management, LLC (KAM) with respect to shares of Common Stock beneficially owned by it.

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and believe after making inquiry to the appropriate party.

ITEM 2 (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR IF NONE, RESIDENCE:

The address of the business office of each of the Reporting Persons is 610 Fifth Avenue, Suite 301 New York, NY 10020

ITEM 2 (c) CITIZENSHIP:

KP and KPT are limited partnerships organized under the laws of the State of Delaware. KAM is a Delaware limited liability company.

ITEM 2 (d) TITLE OF CLASS OF SECURITIES:

Common Stock

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ITEM 2(e) CUSIP NUMBER:

74975N105

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13D-1(B) OR SS. 240.13d-2(B) or (C), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

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ITEM 4. OWNERSHIP:

This Statement is being filed with respect to an aggregate of 4,443,771 shares of Common Stock, resulting in beneficial ownership as follows:

1. Krensavage Partners, L.P.,
  - (a) Amount Beneficially owned: 3,852,567
  - (b) Percent of Class: 6.07%

The percentages used herein and in the rest of Item 4 are calculated based on 63,461,700 shares of Common Stock outstanding as of October 29, 2018, as disclosed in the Issuers most recent Quarterly Report on Form 10-Q for the quarter ended September 30, 2018, as filed with the SEC on November 2, 2018.
  - (c) (i) Sole power to vote or direct the vote: -0-  
(ii) Shared power to vote or direct the vote: 3,852,567

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- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 3,852,567

- 2. Krensavage Partners Too, L.P.
  - (a) Amount Beneficially owned: 591,204
  - (b) Percent of Class: 0.93%
  - (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 591,204
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 591,204
- 3. Krensavage Asset Management, LLC
  - (a) Amount Beneficially owned: 4,443,771
  - (b) Percent of Class: 7.00%
  - (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 4,443,771
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 4,443,771

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

N/A

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

As the discretionary investment manager of the KP and KPT LP's KAM has power to direct the voting and disposition of shares held by KP and KPT LP's.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See Item 2.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

N/A

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ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and

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are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I hereby certify that the information set forth in this statement is true, complete and correct.

February 8, 2019

/s/ Kelly Ireland

-----  
Chief Compliance Officer  
Krensavage Asset Management, LLC  
212-518-1970