

SWEENEY CHRISTOPHER R  
Form 4  
March 11, 2019

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SWEENEY CHRISTOPHER R

2. Issuer Name and Ticker or Trading Symbol  
RTI SURGICAL, INC. [RTIX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
444 WEST LAKE STREET, SUITE 1800

3. Date of Earliest Transaction (Month/Day/Year)  
03/08/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
CHICAGO, IL 60606

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock	03/08/2019		D		75,723	D	
					(1) (2)		(1) (2)
					0		

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

SWEENEY CHRISTOPHER R 444 WEST LAKE STREET, SUITE 1800 CHICAGO, IL 60606	<b>X</b>
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## Signatures

/s/ Christopher R. Sweeney    03/11/2019

\_\_Signature of Reporting Person    Date

## Explanation of Responses:

\* 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).

(1) On March 8, 2019, pursuant to the Master Transaction Agreement, by and among Bears Holding Sub, Inc. ("New RTI"), the Issuer, PS Spine Holdco, LLC, a Delaware limited liability company (the "Member"), and Bears Merger Sub, Inc., a Delaware corporation (the "Merger Sub"): (a) the Merger Sub merged with and into the Issuer, with the Issuer surviving as a wholly-owned subsidiary of New RTI (the "Merger"); (b) the Member contributed all of the issued and outstanding membership interests of Paradigm Spine, LLC, a Delaware limited liability company and wholly owned subsidiary of the Member, to New RTI; and (c) New RTI was renamed "RTI Surgical Holdings, Inc."

(2) Pursuant to the Master Transaction Agreement, at the effective time of the Merger: (a) each issued and outstanding share of common stock of the Issuer converted automatically into one share of New RTI's common stock; (b) each issued and outstanding share of Series A Convertible Preferred Stock of the Issuer converted automatically into one share of New RTI's Series A Convertible Preferred Stock; and (c) each stock option and restricted stock award granted by the Issuer converted into a stock option or restricted stock award, as applicable, of New RTI with respect to an equivalent number of shares of New RTI's common stock on the same terms and conditions as were applicable prior to the Closing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.