

ISALY SAMUEL D

Form 3

January 19, 2018

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â ORBIMED ADVISORS LLC

(Last)

(First)

(Middle)

601 LEXINGTON AVENUE,
54TH FLOOR

(Street)

NEW YORK,Â NYÂ 10022

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/17/2018

3. Issuer Name **and** Ticker or Trading Symbol
Xtant Medical Holdings, Inc. [XTNT]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

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

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

1,927,977

I

See Footnotes (1) (3)

Common Stock

823,207

I

See Footnotes (2) (3)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Warrant to Purchase Common Stock	12/05/2013	12/05/2020	Common Stock	87,719	\$ 6.4	I	See Footnotes <u>(1)</u> <u>(3)</u>
Convertible Note	Â <u>(4)(5)</u>	07/15/2021	Common Stock	\$ 33,190,000	\$ 3.88	I	See Footnotes <u>(1)</u> <u>(3)</u>
Convertible Note	Â <u>(4)(5)</u>	07/15/2021	Common Stock	\$ 18,810,000	\$ 3.88	I	See Footnotes <u>(2)</u> <u>(3)</u>
Convertible Note	Â <u>(4)(5)</u>	07/15/2021	Common Stock	\$ 1,428,553	\$ 2.9	I	See Footnotes <u>(1)</u> <u>(3)</u>
Convertible Note	Â <u>(4)(5)</u>	07/15/2021	Common Stock	\$ 809,614	\$ 2.9	I	See Footnotes <u>(2)</u> <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORBIMED ADVISORS LLC 601 LEXINGTON AVENUE, 54TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
ISALY SAMUEL D 601 LEXINGTON AVENUE, 54TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â

Signatures

/s/ Samuel D.
Isaly

01/19/2018

Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) These securities are held of record by ROS Acquisition Offshore LP ("ROS Acquisition"). OrbiMed Advisors LLC ("Advisors"), a registered adviser under the Investment Advisors Act of 1940, as amended, is the investment manager of ROS Acquisition. Samuel D. Isaly ("Isaly"), a natural person, is the managing member of, and holder of a controlling interest in, Advisors. Advisors is also the investment manager of Royalty Opportunities S.a r.l., of which ROS Acquisition is a wholly-owned subsidiary. By virtue of such relationships, Advisors and Isaly may be deemed to have voting and investment power with respect to the securities held by ROS Acquisition noted above and as a result may be deemed to have beneficial ownership over such securities.

(2) These securities are held of record by OrbiMed Royalty Opportunities II, LP ("ORO II"). OrbiMed ROF II LLC ("ROF II") is the sole general partner of ORO II, and Advisors is the sole managing member of ROF II. Isaly, a natural person, is the managing member of, and holder of a controlling interest in, Advisors. By virtue of such relationships, Advisors and Isaly may be deemed to have voting and investment power with respect to the securities held by ORO II noted above and as a result may be deemed to have beneficial ownership over such securities.

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- (3) This report on Form 3 is jointly filed by Advisors and Isaly. Each of the reporting persons 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 of the reporting persons is a beneficial owner of such securities for the purposes of Section 16 of the Exchange Act, or for any other purposes.

- (4) These convertible notes (collectively, the "Notes") may be converted into shares of common stock ("Shares") of the Issuer at any time prior to the close of business on the second business day immediately preceding July 15, 2021. However, the Notes will not be convertible to the extent that such conversion would result in the holder of each Note or any of its affiliates being deemed to beneficially own in excess of 9.99% of the then-outstanding Shares.

- (5) Pursuant to the Restructuring and Exchange Agreement entered into on January 11, 2018 among the Issuer, ORO II, ROS Acquisition and certain other parties, which agreement is filed as an exhibit to the Issuer's Form 8-K filed with the Securities and Exchange Commission on January 12, 2018 (the "Form 8-K"), the Issuer, ORO II and ROS Acquisition have agreed to amend the Notes to clarify that the restriction that prevents any holder or any of its affiliates from effecting a conversion thereof if such conversion would result in the holder or any of its affiliates beneficially owning in excess of 9.99% of the then-outstanding Shares shall not be applicable to the Tier 2 Transaction (as described in the Form 8-K).

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.