

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**

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>RANELLI RAY A</u>  (Last) (First) (Middle) <u>C/O WELSH, CARSON, ANDERSON &amp; STOWE</u> <u>320 PARK AVENUE, SUITE 2500</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>K2M GROUP HOLDINGS, INC. [KTWO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/09/2018</u>	
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	11/09/2018		D <sup>(1)</sup>		3,946	D	\$27.5 <sup>(2)</sup>	10,610	D	
Common Stock	11/09/2018		D <sup>(1)</sup>		10,610 <sup>(3)</sup>	D	\$27.5 <sup>(4)</sup>	0	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$15	11/09/2018		D <sup>(1)</sup>			14,404	(5)	05/07/2024	Common Stock	14,404	(6)	0	D	
Stock Option (Right to Buy)	\$23.46	11/09/2018		D <sup>(1)</sup>			10,500	(5)	07/01/2025	Common Stock	10,500	(6)	0	D	
Stock Option (Right to Buy)	\$14.38	11/09/2018		D <sup>(1)</sup>			10,268	(7)	06/14/2026	Common Stock	10,268	(6)	0	D	
Stock Option (Right to Buy)	\$22.81	11/09/2018		D <sup>(1)</sup>			6,655	(8)	06/05/2027	Common Stock	6,655	(6)	0	D	
Stock Option (Right to Buy)	\$23.59	11/09/2018		D <sup>(1)</sup>			5,727	(9)	06/04/2028	Common Stock	5,727	(6)	0	D	

**Explanation of Responses:**

- On November 9, 2018, Stryker Corporation, a Michigan corporation ("Parent"), acquired the Issuer pursuant to that certain Agreement and Plan of Merger entered into by and among the Issuer, Parent and Austin Merger Sub Corp., a Delaware corporation and wholly-owned subsidiary of Parent ("Merger Sub"), dated as of August 29, 2018 (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer surviving such merger as a wholly-owned subsidiary of Parent (the "Merger").
- At the effective time of the Merger (the "Effective Time"), each outstanding share of the Issuer's common stock (other than certain excluded shares) automatically converted into the right to receive \$27.50 in cash, without interest and less any applicable withholding taxes (the "Merger Consideration").
- Reflects shares of restricted stock.

4. Each Issuer restricted stock award ("RSA"), whether vested or unvested, outstanding immediately prior to the Effective Time was cancelled and entitled the holder of such RSA, as applicable, to receive, without interest, an amount in cash equal to the product of (i) the total number of shares of Issuer common stock subject to such award multiplied by (ii) the Merger Consideration, less any applicable withholding taxes.

5. These options were fully vested.

6. At the Effective Time, each stock option, whether vested or unvested, outstanding immediately before the Effective Time was cancelled and entitled the holder of such option to receive, without interest, an amount in cash equal to the product of (i) the total number of shares of Issuer common stock subject to the stock option multiplied by (ii) the excess, if any, of the Merger Consideration over the exercise price of such stock option, less any applicable withholding taxes.

7. These options were to vest ratably over a three year period beginning on June 14, 2017.

8. These options were to vest ratably over a three year period beginning on June 6, 2018.

9. These options were to vest ratably over a three year period beginning on June 5, 2019.

**Remarks:**

/s/ Raymond A Ranelli

11/14/2018

\*\* 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.

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