

K2M GROUP HOLDINGS, INC.

Reported by
MAJOR ERIC D

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/16/17 for the Period Ending 08/15/17

Address	600 HOPE PARKWAY SE LEESBURG, VA 20175
Telephone	703-777-3155
CIK	0001499807
Symbol	KTWO
SIC Code	3841 - Surgical and Medical Instruments and Apparatus
Industry	Medical Equipment, Supplies & Distribution
Sector	Healthcare
Fiscal Year	12/31

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Major Eric D (Last) (First) (Middle) C/O K2M GROUP HOLDINGS, INC., 600 HOPE PARKWAY SE (Street) LEESBURG, VA 20175 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol K2M GROUP HOLDINGS, INC. [KTWO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President & CEO
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/15/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	8/15/2017		F		4248 <u>(1)</u>	D	\$23.98	280223 <u>(2)</u>	D	
Common Stock								391758	I	By limited liability company
Common Stock								94338	I	By Lewis Parker Family Trust
Common Stock								53110	I	By Lewis E.S. Parker 2008 Irrevocable Dynasty Trust

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Reflects shares withheld to cover the reporting person's tax liability in connection with the vesting of restricted stock.
- (2) Reflects the number of shares beneficially owned after taking into account a correction to the number of shares purchased under the issuer's stock purchase plan reflected in the Form 4 filed on July 5, 2017.

Remarks:

The reporting person disclaims beneficial ownership of the securities reported herein as indirectly beneficially owned, except to the extent of his pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Major Eric D C/O K2M GROUP HOLDINGS, INC. 600 HOPE PARKWAY SE	X		President & CEO	

Signatures

/s/Greg Cole by power of attorney

8/16/2017

**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 control number.