

K2M GROUP HOLDINGS, INC.  
Form SC 13G/A  
January 04, 2017

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

K2M Group Holdings, Inc.  
(Name of Issuer)

Common Stock, \$0.001 par value  
(Title of Class of Securities)

48273J107  
(CUSIP Number)

December 31, 2016  
(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 the disclosures provided in a prior cover page.

The information required in 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 ("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).

Name of Reporting Person

1. Welsh, Carson, Anderson & Stowe  
XI, L.P.

I.R.S. Identification No. of Above  
Person (Entities Only) (Voluntary)

Check the Appropriate Box

2. if a Member of a Group (a)  [X]  
(b)  [ ]

SEC Use Only

3.

Citizenship or Place of Organization

4. Delaware

Number of Shares 5. Sole Voting Power 9,310,926  
\*

Beneficially Owned by 6. Shared Voting Power -0-

Each Reporting Person 7. Sole Dispositive Power 9,310,926  
\*

With 8. Shared Dispositive Power -0-

9. Aggregate Amount  
Beneficially Owned by Each Reporting Person 9,310,926  
\*

10. Check Box if the Aggregate  
Amount in Row (9)  
Excludes Certain Shares  [ ]

11. Percent of Class  
Represented by Amount in  
Row (9) 22.1% \*\*

12. Type of Reporting Person PN

\* As of December 31, 2016

\*\* Based on 42,197,647 shares of Common Stock outstanding as of September 30, 2016, as reported in the Issuer's Prospectus Supplement on Form 424B7 filed with the Securities and Exchange Commission on November 14, 2016.



Name of Reporting Person

1. WCAS Capital Partners IV, L.P.

I.R.S. Identification No. of Above  
Person (Entities Only) (Voluntary)

Check the Appropriate Box

2. if a Member of a Group (a)  (b)

SEC Use Only

3.

Citizenship or Place of Organization

4. Delaware

Number of Shares 5. Sole Voting Power 136,337 \*

Beneficially Owned by 6. Shared Voting Power -0-

Each Reporting Person 7. Sole Dispositive Power 136,337 \*

With 8. Shared Dispositive Power -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person 136,337 \*

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9) 0.3% \*\*

12. Type of Reporting Person PN

\* As of December 31, 2016

\*\* Based on 42,197,647 shares of Common Stock outstanding as of September 30, 2016, as reported in the Issuer's Prospectus Supplement on Form 424B7 filed with the Securities and Exchange Commission on November 14, 2016.



Amendment No. 2 to Schedule 13G

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission on behalf of the Reporting Persons with respect to the Common Stock of the Issuer on January 22, 2015 and Amendment No. 1 thereto filed on January 22, 2016 (as so amended, the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are amended and restated as follows:

Item 4. Ownership.

(a) through (c):

The information requested hereunder is incorporated by reference to the cover pages to this Amendment No. 2 to Schedule 13G.

In addition, WCAS Management Corporation, a Delaware corporation, which is an affiliate of the Reporting Persons, beneficially owns 7,623 shares of Common Stock, or less than 0.1% of the Common Stock outstanding, and WCAS XI Co-Investors LLC, a Delaware limited liability company, which is also an affiliate of the Reporting Persons, beneficially owns 31,377 shares of Common Stock, or less than 0.1% of the Common Stock outstanding. Ownership is stated as of December 31, 2016 and is based on 42,197,647 shares of Common Stock outstanding as of September 30, 2016, as reported in the Issuer's Prospectus Supplement on Form 424B7 filed with the Securities and Exchange Commission on November 14, 2016.

SIGNATURE

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

Dated: January 4, 2017

WELSH, CARSON, ANDERSON & STOWE XI, L.P.

By: WCAS XI Associates LLC, its general partner

By: /s/ David Mintz  
Attorney-in-Fact

WCAS CAPITAL PARTNERS IV, L.P.

By: WCAS CP IV Associates LLC, its general partner

By: /s/ David Mintz  
Attorney-in-Fact