

Xtant Medical Holdings, Inc.
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PROSPECTUS

11,536,773 Shares

Common Stock

This prospectus relates to the resale, from time to time, of up to an aggregate of 11,536,773 shares of common stock of Xtant Medical Holdings, Inc. by the selling stockholders named in this prospectus, including their donees, pledgees, transferees, assignees or other successors-in-interest. The selling stockholders acquired these shares from us upon the (i) exchange of outstanding convertible senior notes, in the aggregate principal amount of \$1.627 million, into a total of 189,645 shares of common stock on January 17, 2018, (ii) exchange of outstanding convertible senior notes, in the aggregate principal amount of \$70.238 million, into a total of 10,401,309 shares of common stock on February 14, 2018, and/or (iii) private placement of 945,819 shares of common stock on February 14, 2018. Unless otherwise provided, all share numbers and share prices in this prospectus reflect a 1-for-12 reverse split of our common stock effected on February 14, 2018. We issued the shares to the selling stockholders pursuant to an exemption from the registration requirements of the Securities Act of 1933, as amended.

We are not selling any shares of our common stock under this prospectus and will not receive any proceeds from sales of the shares offered by the selling stockholders, although we will incur expenses in connection with the offering. The registration of the resale of the shares of common stock covered by this prospectus does not necessarily mean that any of the shares will be offered or sold by the selling stockholders. The timing and amount of any sales are within the sole discretion of the selling stockholders.

The shares of common stock offered under this prospectus may be sold by the selling stockholders through public or private transactions, on or off the NYSE American, at prevailing market prices or at privately negotiated prices. For more information on the times and manner in which the selling stockholders may sell the shares of common stock under this prospectus, please see the section entitled "*Plan of Distribution*," beginning on page 22 of this prospectus.

Our shares of common stock are listed on the NYSE American under the symbol “XTNT.” On May 29, 2018, the last reported sale price of our shares of common stock on the NYSE American was \$5.91 per share.

Investing in our shares of common stock involves a high degree of risk. We refer you to the section entitled “*Risk Factors*” on page 4 of this prospectus, as well as those risk factors described in any applicable prospectus supplement and in the documents we incorporate by reference.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is June 4, 2018.

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We are responsible for the information contained and incorporated by reference in this prospectus and any accompanying prospectus supplement we prepare or authorize. Neither we nor the selling stockholders have authorized anyone to provide any information or to make any representations other than those contained in or incorporated by reference into this prospectus and any accompanying prospectus supplement we have prepared. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus and any accompanying prospectus supplement are an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus and any accompanying prospectus supplement is current only as of the date of the applicable document. Our business, financial condition, results of operations and prospects may have changed since those dates. It is important for you to read and consider all the information contained in this prospectus and in any accompanying prospectus supplement, including the documents incorporated by reference herein or therein, before making your investment decision.

For investors outside the United States: we have not, and the selling stockholders have not, taken any action to permit this offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than in the United States. Persons outside the United States who come into

possession of this prospectus must inform themselves about, and observe any restrictions relating to, the offer and sale of the common stock and the distribution of this prospectus outside the United States.

ABOUT THIS PROSPECTUS

This prospectus is a part of a shelf registration statement on Form S-1 that we filed with the U.S. Securities and Exchange Commission (SEC), under the Securities Act of 1933, as amended (Securities Act), using a “shelf” registration process. Under this shelf registration process, the selling stockholders named in this prospectus may offer or sell shares of common stock in one or more offerings from time to time. Each time any selling stockholder named in this prospectus (or in any supplement to this prospectus) sells shares of common stock under the registration statement of which this prospectus is a part, such selling stockholder must provide a copy of this prospectus and any applicable prospectus supplement, to a potential purchaser, as required by law.

In certain circumstances we may provide a prospectus supplement that may add, update or change information contained in this prospectus. Any statement that we make in this prospectus will be modified or superseded by any inconsistent statement made by us in a prospectus supplement. You should read both this prospectus and any prospectus supplement, including all documents incorporated herein or therein by reference, together with additional information described under “*Where You Can Find Additional Information*” and “*Incorporation of Certain Documents by Reference*.”

Neither we, nor the selling stockholders, have authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. Neither we nor any of the selling stockholders will make an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus and any prospectus supplement is accurate as of the date on its respective cover, and that any information incorporated by reference is accurate only as of the date of the document incorporated by reference, unless we indicate otherwise. Our business, financial condition, results of operations and prospects may have changed since those dates.

Unless otherwise indicated, information contained in this prospectus concerning our industry and the markets in which we operate, including our general expectations and market position, market opportunity and market share, is based on information from our own management estimates and research, as well as from industry and general publications and research, surveys and studies conducted by third parties. Management estimates are derived from publicly available information, our knowledge of our industry and assumptions based on such information and knowledge, which we believe to be reasonable. In addition, assumptions and estimates of our and our industry’s future performance are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described in “*Risk Factors*.” These and other factors could cause our future performance to differ materially from our assumptions and estimates. See “*Cautionary Note Regarding Forward-Looking Statements*.”

Solely for convenience, trademarks and trade names referred to in this prospectus may appear without the ® and ™ symbols, but those references are not intended to indicate, in any way, that we will not assert, to the fullest extent

under applicable law, our rights, or that the applicable owner will not assert its rights, to these trademarks and tradenames.

Unless the context otherwise indicates, the terms “Xtant,” “XTNT,” “Company,” “we,” “us,” and “our” as used in this prospectus refer to Xtant Medical Holdings, Inc. and our subsidiaries, and the term “shares of common stock” refers to our common stock, par value \$0.000001 per share. The phrase “this prospectus” refers to this prospectus and any applicable prospectus supplement, unless the context otherwise requires.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference in this prospectus and any prospectus supplement contain “forward-looking statements” that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. The statements contained in this prospectus and the documents incorporated by reference in this prospectus and any prospectus supplement that are not purely historical are “forward-looking statements” within the meaning of Section 27A of the Securities Act. Forward-looking statements are identified by the use of words such as, but not limited to, “anticipate,” “believe,” “continue,” “could,” “estimate,” “prospects,” “forecasts,” “expect,” “intend,” “may,” “plan,” “target,” and similar expressions or variations intended to identify forward-looking statements. These statements are based on the beliefs and assumptions of our management based on information currently available to management. Such forward-looking statements are subject to risks, uncertainties and other important factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, factors discussed in the section entitled “*Risk Factors*” in this prospectus and the risk factors and cautionary statements described in other documents that we file from time to time with the SEC, specifically under “*Risk Factors*,” including the risks described under “*Part I—Item 1A. Risk Factors*” beginning on page 13 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which is on file with the SEC and is incorporated herein by reference, any amendment or update thereto reflected in subsequent filings with the SEC, including without limitation our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2018, and all other annual, quarterly and other reports that we file with the SEC after the date of this prospectus and that also are incorporated herein by reference.

By way of example and without implied limitation, such risks and uncertainties include:

- our ability to comply with the covenants in our Amended and Restated Credit Agreement;

- our ability to maintain sufficient liquidity to fund our operations;

- our ability to obtain financing on reasonable terms;

- our ability to increase revenue;

- the ability of our sales force to achieve expected results;

- our ability to remain competitive;

- our ability to comply with government regulations;
- our ability to innovate and develop new products;
- our ability to obtain donor cadavers for our products;
- our ability to engage and retain qualified technical personnel and members of our management team;
- the availability of our facilities;
- the availability of government and third-party coverage and reimbursement for our products;
- our ability to obtain regulatory approvals and remain accredited with the American Association of Tissue Banks;
- our ability to successfully integrate future business combinations or acquisitions;

- our ability to use our net operating loss carry-forwards to offset future taxable income;
- our ability to deduct all or a portion of the interest payments on our indebtedness for U.S. Federal income tax purposes;
- our ability to service our debt;
- the effect of product liability claims and other litigation to which we may be subjected;
- the effect of product recalls and defects;
- timing and results of clinical studies; and
- our ability to obtain and protect our intellectual property and proprietary rights and operate without infringing the intellectual property rights of others.

For more information regarding these and other uncertainties and factors that could cause our actual results to differ materially from what we have anticipated in our forward-looking statements or otherwise could materially adversely affect our business, financial condition, or operating results, see “*Part I. Item 1A. Risk Factors*” of our most recent Annual Report on Form 10-K for the fiscal year ended December 31, 2017, as updated by our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2018. The risks and uncertainties described above and in “*Part I. Item 1A. Risk Factors*” of our most recent Annual Report on Form 10-K for the fiscal year ended December 31, 2017, as updated by our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2018, are not exclusive and further information concerning us and our business, including factors that potentially could materially affect our financial results or condition, may emerge from time to time. We assume no obligation to update, amend, or clarify forward-looking statements to reflect actual results or changes in factors or assumptions affecting such forward-looking statements. We advise you, however, to consult any further disclosures we make on related subjects in our future Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K we file with or furnish to the SEC.

PROSPECTUS SUMMARY

This summary highlights certain information about us, this offering and selected information contained in the prospectus. This summary is not complete and does not contain all of the information that you should consider before deciding whether to invest in our common stock. For a more complete understanding of our company and this offering, we encourage you to read and consider the more detailed information included or incorporated by reference in this prospectus, including “*Risk Factors*” and the financial statements and related notes. See “*Where You Can Find Additional Information*” and “*Incorporation of Certain Documents by Reference*.”

About Xtant Medical Holdings, Inc.

Xtant Medical Holdings, Inc. develops, manufactures and markets regenerative medicine products and medical devices for domestic and international markets. Our products serve the specialized needs of orthopedic and neurological surgeons, including orthobiologics for the promotion of bone healing, implants and instrumentation for the treatment of spinal disease, tissue grafts for the treatment of orthopedic disorders, and biologics to promote healing following cranial, and foot and ankle surgeries. We believe the following competitive strengths will be key drivers of our future growth:

Portfolio of Proprietary Technologies: Xtant has developed a comprehensive portfolio of products that address a broad array of spinal pathologies, anatomies and surgical approaches in the complex spine and minimally invasive surgery (MIS) markets. To protect company innovative technologies and techniques, we maintain our intellectual property portfolio, with over 100 issued patents globally and over 40 patent applications pending.

Customer Focus: Responding quickly and efficiently to the needs of patients, surgeons and hospitals is central to our corporate culture and critical to our future success. Our supply chain and customer service teams make sure that the right product and instrumentation is in the right place at the right time. Through such vertically integrated processes, our focus is to meet the changing needs of our customers.

Multi-channel Distribution Network: Xtant is building a hybrid sales and distribution function calling on Orthopedic Surgeons, Neuro Surgeons, their staff and the hospital administrators that support them. Approximately 420 field agents and distributors in the United States represent some or all of our products. Our distribution channel consists of multiple sub-channels including direct sales, consignment agents, reseller distributors, and private label distributors and technology licensees.

Our Recent Restructuring

On January 11, 2018, we entered into a Restructuring and Exchange Agreement (Restructuring Agreement) with the selling stockholders named in this prospectus, which constituted all of the holders of our outstanding 6% convertible unsecured notes due in 2021 (Notes). Pursuant to the terms of the Restructuring Agreement, on January 17, 2018, ROS Acquisition Offshore LP (ROS) and Royalty Opportunities II, LP (Royalty Opportunities) converted certain Notes issued to them in January 2017 in the aggregate principal amount of \$1.627 million, plus accrued and unpaid interest, at the \$0.7589 per share conversion price originally provided thereunder, into 2,275,745 shares of our common stock (or approximately 189,645 shares of our common stock after giving effect to the 1-for-12 reverse stock split). On February 14, 2018, following approval by our stockholders and after completion of the 1-for-12 reverse stock split, the remaining \$70.238 million aggregate principal amount of the Notes held by the selling stockholders, plus accrued and unpaid interest, was exchanged for newly-issued shares of our common stock at an exchange rate of 138.8889 shares per \$1,000 principal amount of Notes, for an exchange price of \$7.20 per share (or \$0.60 per share on a pre-split basis). Such remaining Notes were exchanged for approximately 10.4 million newly-issued shares of our common stock. Furthermore, on February 14, 2018, ROS and Royalty Opportunities purchased from us in a private placement an aggregate of \$6,809,896 in shares of our common stock (945,819 shares) at a price per share of \$7.20.

Immediately following consummation of the restructuring, on February 14, 2018, ROS and Royalty Opportunities collectively owned approximately 70.4% of our outstanding common stock and all of the selling stockholders named in this prospectus, including ROS and Royalty Opportunities, collectively owned approximately 88.5% of our outstanding common stock.

Pursuant to the terms of the Restructuring Agreement, we commenced a rights offering on April 27, 2018 to allow our stockholders as of the April 27, 2018 record date to purchase up to an aggregate of 1,137,515 shares of our common stock at a subscription price of \$7.20 per share. The rights offering is currently scheduled to expire on June 18, 2018.

The primary purposes of our entry into the Restructuring Agreement and our rights offering are to reform our capital structure, meet our liquidity needs, reposition our Company for long-term growth, and regain compliance with NYSE American LLC (formerly the NYSE MKT) listing standards. In conjunction with the consummation of the restructuring, we regained compliance with NYSE American listing standards on February 15, 2018. Stockholder approval was required under Sections 713(a) and 713(b) of the NYSE American Company Guide to complete the restructuring, which we obtained at a special meeting of stockholders held on February 13, 2018. At that meeting, our stockholders elected the following new directors to serve until the 2018 annual meeting of stockholders or until their respective successors have been duly elected and qualified:

John K. Bakewell Michael Eggenberg Michael Mainelli
Robert McNamara Jeffrey Peters Matthew Rizzo

Since ROS and Royalty Opportunities control a majority of the combined voting power of all classes of our outstanding voting stock, we are a “controlled company” within the meaning of the NYSE American corporate governance standards. Under the NYSE American rules, a company of which more than 50% of the voting power is held by another person or group of persons acting together is a controlled company and may elect not to comply with certain NYSE American corporate governance requirements, including the requirements that:

a majority of the board of directors consist of independent directors;

the board has a nomination and governance committee composed entirely of independent directors with a written charter addressing the committee’s purpose and responsibilities; and

the board has a compensation committee composed entirely of independent directors with a written charter addressing the committee’s purpose and responsibilities.

We currently rely on NYSE American's controlled company exemptions and do not have a majority independent board of directors, an independent nomination and governance committee or an independent compensation committee.

Corporate Information

We are a Delaware corporation. Our principal executive offices are located at 664 Cruiser Lane, Belgrade, Montana 59714. Our telephone number at this address is (406) 388-0480. Our corporate website is located at www.xtantmedical.com. The information contained on our website or connected to our website is not incorporated by reference into and should not be considered part of this prospectus.

THE OFFERING

Common stock to be offered by the selling stockholders:

Up to 11,536,773 shares

Common stock to be outstanding after the offering:

13,077,468 shares (based on 13,077,468 shares outstanding as of May 29, 2018)

Use of proceeds:

We will not receive any proceeds from the sale of shares in this offering. See “*Use of Proceeds.*”

Risk factors:

You should read the “*Risk Factors*” section included in this prospectus beginning on page 4 and the “*Risk Factors*” sections of the documents incorporated by reference in this prospectus for a discussion of factors to consider carefully before deciding to invest in shares of our common stock.

Stock exchange listing:

Our common stock is listed on NYSE American under the symbol “XTNT.” See “*Market Price of our Common Stock*” on page 10.

RISK FACTORS

Investing in our common stock involves a high degree of risk. You should consider carefully the risks and uncertainties described below and in the section entitled “Risk Factors” contained in our most recent and any of our subsequent annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K filed with the SEC, which are incorporated by reference in this prospectus in their entirety, before deciding whether to purchase any of our common stock. The risks and uncertainties incorporated by reference into this prospectus and described below are not the only ones we face. Additional risks and uncertainties not currently known to us, or that we currently view as immaterial, may also impair our business. If any of the risks or uncertainties described below, in our SEC filings or any additional risks and uncertainties actually occur, our business, financial condition, results of operations and cash flow could be materially and adversely affected. In that case, the trading price of our common stock could decline and you might lose all or part of your investment.

Risks Related to this Offering and Our Common Stock

Sales of shares in connection with this offering may cause the market price of our common stock to decline.

In connection with our recent restructuring, we entered into a Registration Rights Agreement with the selling stockholders pursuant to which we agreed to register for resale with the SEC the shares of common stock issued to the selling stockholders in exchange for their convertible senior notes and/or in our private placement. The registration statement of which this prospectus is a part has been filed to satisfy this obligation. Upon the effectiveness of the registration statement, the shares we sold in exchange for their convertible senior notes and/or in our private placement may be freely sold in the open market. The sale of a significant amount of these shares of common stock in the open market, or the perception that these sales may occur, could cause the market price of our common stock to decline or become highly volatile.

Sales by us of a substantial number of shares of our common stock in the public market, or the perception that such sales may occur, could have an adverse impact on the market price of our common stock.

Sales of substantial amounts of our common stock by us, announcements of the proposed sales of substantial amounts of our common stock or the perception that substantial sales may be made, could cause the market price of our common stock to decline. We likely will from time to time issue additional shares of our common stock or securities convertible into or exchangeable for our common stock in offerings to raise additional capital, or issue shares of common stock upon the exercise of warrants or options, or in connection with acquisitions or corporate alliances. We also plan to issue additional shares to our employees, directors or consultants in connection with their services to us.

Due to these factors, sales of a substantial number of shares of our common stock in the public market could occur at any time and could depress the market price of our common stock.

The market price of our common stock is extremely volatile, which may affect our ability to raise capital in the future and may subject the value of your investment to sudden decreases.

The market price for our common stock historically has been highly volatile. Fluctuations in the trading price or liquidity of our common stock may harm the value of your investment in our common stock. Factors that may have a significant impact on the market price and marketability of our common stock include:

- regulatory actions with respect to our products or our competitors' products;
- actual or anticipated changes in our growth rate relative to our competitors;

· announcements by us or our competitors of significant acquisitions, strategic partnerships, joint ventures, collaborations or capital commitments;

- the success of competitive products or technologies;

- regulatory or legal developments in the United States and other countries;
- developments or disputes concerning patent applications, issued patents or other proprietary rights;
- the recruitment or departure of key personnel;
- the level of expenses related to any of our products;
- actual or anticipated changes in estimates as to financial results, development timelines or recommendations by securities analysts;
- variations in our financial results or those of companies that are perceived to be similar to us;
- fluctuations in the valuation of companies perceived by investors to be comparable to us;
- share price and volume fluctuations attributable to inconsistent trading volume levels of our shares;
- announcement or expectation of additional financing efforts;
- sales of our common stock by us, our insiders or our other stockholders;
- halting or suspension of trading in, or delisting of, our common stock by the NYSE American;
- market conditions in our core business sectors; and
- general economic, industry and market conditions.

In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been instituted. These lawsuits often seek unspecified damages, and as with any litigation proceeding, one cannot predict with certainty the eventual outcome of pending litigation. Furthermore, we may have to incur substantial expenses in connection with any such lawsuits and our management's attention and resources could be diverted from operating our business as we respond to any such litigation. We maintain insurance to cover these risks for us and our directors and officers, but our insurance is subject to high deductibles to reduce premium expense, and there is no guarantee that the insurance will cover any specific claim, or that it will be adequate to cover all

potential liabilities and damages.

Shares of common stock are equity securities and are subordinate to any indebtedness.

Shares of our common stock are common equity interests. This means that our common stock will rank junior to any outstanding shares of our preferred stock that we may issue in the future or to our current credit facility and any future indebtedness we may incur and to all creditor claims and other non-equity claims against us and our assets available to satisfy claims on us, including claims in a bankruptcy or similar proceeding.

Additionally, unlike indebtedness, where principal and interest customarily are payable on specified due dates, in the case of our common stock, (i) dividends are payable only when and if declared by our board of directors or a duly authorized committee of our board of directors, and (ii) as a corporation, we are restricted to making dividend payments and redemption payments out of legally available assets. We have never paid a dividend on our common stock and have no current intention to pay dividends in the future. Our Amended and Restated Credit Agreement precludes us from paying dividends. Furthermore, our common stock places no restrictions on our business or operations or on our ability to incur indebtedness or engage in any transactions, subject only to the voting rights available to stockholders generally.

You may experience future dilution as a result of future equity offerings.

In order to raise additional capital for general corporate purposes, in the future we may offer additional shares of our common stock or securities convertible into or exchangeable for our common stock, which may be at prices lower than the current price per share of our common stock. In addition, investors purchasing shares or other securities in the future could have rights superior to existing stockholders. The price per share at which we sell additional shares of our common stock, or securities convertible or exchangeable into common stock, in future transactions may be higher or lower than the price per share paid by purchasers of shares offered hereby, investors in prior offerings or shares purchased in the open market.

Our stock ownership and organizational documents make a takeover of our Company more difficult, which may prevent certain changes in control and limit the market price of our common stock.

Immediately following our recent restructuring, on February 14, 2018, ROS and Royalty Opportunities collectively owned approximately 70.4% of our outstanding common stock. In addition, under the terms of an Investor Rights Agreement to which we, ROS, Royalty Opportunities and certain other stockholders are a party, for so long as ROS and Royalty Opportunities continue to beneficially own at least 40% or more of our common stock, they will be permitted to nominate a majority of the members of our board of directors and designate the chairperson of the board. If ROS and Royalty Opportunities are unable to maintain this ownership threshold, the Investor Rights Agreement contemplates a reduction of nomination rights commensurate with their ownership interests. Therefore, they will continue to have control or significant influence over our management and affairs. For so long as ROS and Royalty Opportunities are significant stockholders and have board designees, they and their affiliates may exercise significant influence over our management and affairs, including influence beyond what is expressly described under the restructuring documents. ROS and Royalty Opportunities and their respective affiliates will be able to determine all matters requiring stockholder approval. This high concentration of stock ownership may directly or indirectly deter hostile takeovers, delay or prevent changes in control or changes in management.

Our Amended and Restated Certificate of Incorporation and Second Amended and Restated Bylaws contain provisions that may have the effect of deterring or delaying attempts by our stockholders to remove or replace management, engage in proxy contests and effect changes in control. These provisions include:

- the ability of our board of directors to create and issue preferred stock without stockholder action;

- the authority for our board of directors to issue without stockholder approval up to the number of shares of common stock authorized in our Amended and Restated Certificate of Incorporation, that, if issued, would dilute the ownership of our stockholders;

the advance notice requirement for director nominations or for proposals that can be acted upon at stockholder meetings;

the limitation on who may call a special meeting of stockholders; and

the prohibition on stockholders accumulating their votes for the election of directors.

These provisions also could discourage proxy contests and make it more difficult for you and other stockholders to elect directors and take other corporate actions. The existence of these provisions could limit the price that investors might be willing to pay in the future for shares of our common stock. Some provisions in our Amended and Restated Certificate of Incorporation and Second Amended and Restated Bylaws may deter third parties from acquiring us, which may limit the market price of our common stock.

We have not paid dividends in the past and do not expect to pay dividends in the future, and any return on investment may be limited to the value of our common stock.

We have never paid dividends on our common stock and do not anticipate paying dividends on our common stock in the foreseeable future. The payment of dividends on our common stock will depend on our earnings, financial condition and other business and economic factors affecting us at such time as our board of directors may consider relevant. Our Amended and Restated Credit Agreement precludes us from paying dividends. If we do not pay dividends, our common stock may be less valuable because a return on your investment will only occur if our stock price appreciates.

If securities analysts stop publishing research or reports about us or our business, or if they downgrade our common stock, the trading volume and market price of our common stock could decline.

The market for our common stock relies in part on the research and reports that industry or financial analysts publish about us or our business. We do not control these analysts. If any analyst who covers us downgrades our stock or lowers its future stock price targets or estimates of our operating results, our stock price could decline rapidly. Furthermore, if any analyst ceases to cover our Company, we could lose visibility in the market. Each of these events could, in turn, cause our trading volume and the market price of our common stock to decline.

We could issue “blank check” preferred stock without stockholder approval with the effect of diluting interests of then-current stockholders and impairing their voting rights, and provisions in our charter documents and under Delaware law could discourage a takeover that stockholders may consider favorable.

Our Amended and Restated Certificate of Incorporation provides for the authorization to issue up to 10,000,000 shares of “blank check” preferred stock with designations, rights and preferences as may be determined from time to time by our board of directors. Our board of directors is empowered, without stockholder approval, to issue one or more series of preferred stock with dividend, liquidation, conversion, voting or other rights which could dilute the interest of, or impair the voting power of, our common stockholders. The issuance of a series of preferred stock could be used as a method of discouraging, delaying or preventing a change in control. For example, it would be possible for our board of directors to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to change control of our company. In addition, advanced notice is required prior to stockholder proposals, which might further delay a change of control.

Our inability to comply with the continued listing requirements of the NYSE American could result in our common stock being delisted, which could affect its market price and liquidity and reduce our ability to raise capital.

We are required to meet certain qualitative and financial tests to maintain the listing of our common stock on the NYSE American. If we do not maintain compliance with the continued listing requirements for the NYSE American within specified periods and subject to permitted extensions, our common stock may be recommended for delisting (subject to any appeal we would file). On February 15, 2018, we regained compliance with these continued listing requirements as a result of our restructuring. No assurance can be provided that we will continue to comply with these continued listing requirements. If our common stock were delisted, it could be more difficult to buy or sell our common stock and to obtain accurate quotations, and the price of our stock could suffer a material decline. Delisting would also impair our ability to raise capital.

Risks Related to our Recent Restructuring

ROS and Royalty Opportunities have significant influence over our Company which could make it impossible for the public stockholders to influence the affairs of our Company.

Immediately following our recent restructuring, on February 14, 2018, ROS and Royalty Opportunities collectively owned approximately 70.4% of our outstanding common stock. Our existing non-Noteholder stockholders were significantly diluted, from an ownership standpoint, as a result of the restructuring. In addition, under the terms of an Investor Rights Agreement to which we, ROS, Royalty Opportunities and certain other stockholders are a party, for so long as ROS and Royalty Opportunities continue to beneficially own at least 40% or more of our common stock, they will be permitted to nominate a majority of the members of our board of directors and designate the chairperson of the board. If ROS and Royalty Opportunities are unable to maintain this ownership threshold, the Investor Rights Agreement contemplates a reduction of nomination rights commensurate with their ownership interests. Therefore, they will continue to have control or significant influence over our management and affairs. For so long as ROS and Royalty Opportunities are significant stockholders and have board designees, they and their affiliates may exercise significant influence over our management and affairs, including influence beyond what is expressly described under the restructuring documents. ROS and Royalty Opportunities and their respective affiliates will be able to determine all matters requiring stockholder approval, regardless of whether or not other stockholders believe that a potential transaction is in their own best interests. In any of these matters, the interests of ROS and Royalty Opportunities and their respective affiliates may differ or conflict with your interests.

This high concentration of stock ownership may also directly or indirectly deter hostile takeovers, delay or prevent changes in control or changes in management, or limit the ability of our other stockholders to approve transactions that they may deem to be in our best interests. Additionally, the trading price of our common stock may be adversely effected to the extent investors perceive a disadvantage in owning stock of a company with a significant controlling stockholder.

As a result of our recent restructuring, we are a “controlled company.”

As a result of our recent restructuring, we are a “controlled company” within the meaning of the corporate governance standards of the NYSE American. Under the rules of the NYSE American, a company of which more than 50% of the outstanding voting power is held by an individual, group or another company is a “controlled company” and may elect not to comply with certain stock exchange corporate governance requirements, including the requirement that a majority of the board of directors consists of independent directors and the requirement that a listed company have a nominating and governance committee and a compensation committee that is composed entirely of independent directors. As a controlled company, we are relying on NYSE American’s controlled company exemptions and do not have a majority independent board of directors, an independent nomination and governance committee or an

independent compensation committee.

The reverse stock split may not have the intended benefits.

Following approval by our stockholders and effective as of 5:00 p.m. Eastern Time on February 13, 2018, we implemented a reverse split of our common stock with a ratio of 1-to-12. We cannot predict whether the reverse stock split will increase the market price for our common stock on a sustained basis. The history of similar stock splits for companies in like circumstances is varied, and we cannot predict whether:

the reverse stock split will result in a sustained price per share that will attract brokers and investors who do not trade in lower priced stocks;

the reverse stock split will result in a price per share that will increase our ability to attract and retain employees and other service providers;

the market price per share will remain at a level in excess of the minimum bid price as required for continued listing on NYSE American; or

that, even if the reverse stock split does increase the market price of our common stock on a sustained basis, we will otherwise meet the requirements of NYSE American and be able to maintain our listing.

We may not realize the intended benefits of our recent restructuring.

We believe that entering into the Restructuring Agreement and our recent restructuring was a significant step toward resolving our historical lack of cash, substantial doubt about our ability to continue as a going concern and enhancing our ability to finance operations and expansion. However, there can be no guarantee that we will realize the intended benefits of the restructuring immediately, if at all. The restructuring involved a significant transition at the management and board of director levels. This transition could take longer, and require greater resources and management and the board of directors attention, than anticipated. It is possible that this transition process or other factors could result in the loss or departure of key employees, the disruption of our ongoing business, or inconsistencies in standards, controls, procedures and policies. Even if we successfully implement this transition, there is no assurance that our revenues, operating results and profitability will improve as a result of the restructuring.

Our ability to use our net operating loss carryforwards as a result of our recent restructuring.

As of December 31, 2017, we had net operating loss (NOL) carryforwards of approximately \$164.8 million for U.S. federal and state income tax purposes. Under the Internal Revenue Code, an “ownership change” with respect to a corporation can significantly limit the amount of pre-ownership change NOLs and certain other tax assets that the corporation may utilize after the ownership change to offset future taxable income, possibly reducing the amount of cash available to the corporation to satisfy its obligations. An ownership change generally occurs when the aggregate stock ownership of holders of at least 5% of our stock increases by more than 50 percentage points over the preceding three-year period. The issuance of our common stock to the selling stockholders named in this prospectus pursuant to the restructuring caused an ownership change with respect to our stock. Further, the purchase of common stock pursuant to the rights offering may trigger an ownership change with respect to our stock.

Recent tax legislation could significantly impact us or our stockholders.

Public Law no. 115-97, an Act to provide for reconciliation pursuant to titles II and V of the concurrent resolution on the budget for fiscal year 2018, also known as the Tax Cuts and Jobs Act (Tax Act) signed into law by President Trump on December 22, 2017, substantially changes U.S. federal income tax law, which could significantly impact us, our operations and our stockholders. The changes made by the Tax Act include a reduction to the federal corporate income tax rate from 35% to 21%, changes in the deductibility of interest on certain debt obligations, limitations on the usability of NOL carry forwards, and a one-time tax on a deemed repatriation of foreign earnings. We are currently evaluating the Tax Act with our professional advisers. The full impact of the Tax Act on us in future periods

cannot be predicted at this time, and no assurances in that regard are made by us. This prospectus does not discuss the Tax Act or the manner in which it might affect us. Prospective acquirers of our common stock should consult their tax advisors about the potential impact of the Act on an investment in our common stock.

USE OF PROCEEDS

We are filing the registration statement of which this prospectus is a part to permit holders of our common stock described in the section entitled “*Selling Stockholders*” to resell such shares. We are not selling any securities under this prospectus and will not receive any proceeds from the sale of shares by the selling stockholders.

We will bear all expenses incurred in connection with the performance of our obligations under the Registration Rights Agreement and will reimburse the selling stockholders for the reasonable fees and disbursements of one firm or counsel to act as counsel for the selling stockholders in connection with this offering.

MARKET PRICE OF OUR COMMON STOCK

Market Information

Our common stock is listed on the NYSE American under the ticker symbol “XTNT.” The following table sets forth the range of high and low sale prices per share of our common stock for each quarter, as reported by NYSE American, for the periods indicated below. Prices have been adjusted to reflect our February 13, 2018 1-for-12 reverse stock split.

	High	Low
Year ended December 31, 2016:		
First Quarter 2016 (January 1, 2016 – March 31, 2016)	\$45.00	\$24.24
Second Quarter 2016 (April 1, 2016 – June 30, 2016)	\$32.64	\$18.12
Third Quarter 2016 (July 1, 2016 – September 30, 2016)	\$24.60	\$11.16
Fourth Quarter 2016 (October 1, 2016 – December 31, 2016)	\$14.64	\$5.40
Year ended December 31, 2017:		
First Quarter 2017 (January 1, 2017 – March 31, 2017)	\$14.16	\$3.48
Second Quarter 2017 (April 1, 2017 – June 30, 2017)	\$10.56	\$4.32
Third Quarter 2017 (July 1, 2017 – September 30, 2017)	\$14.52	\$7.20
Fourth Quarter 2017 (October 1, 2017 – December 31, 2017)	\$10.08	\$5.64
Year ending December 31, 2018		
First Quarter 2018 (January 1, 2018 – March 31, 2018)	\$11.50	\$3.96
Second Quarter 2018 (April 1, 2018 – May 29, 2018)	\$8.89	\$5.76

Holders of Record

On May 29, 2018, the closing price for our common stock was \$5.91 per share. As of May 29, 2018, we had 175 holders of record. The actual number of stockholders is greater than this number of record holders and includes stockholders who are beneficial owners, but whose shares are held in street name by brokers and other nominees. This number of holders of record also does not include stockholders whose common stock may be held in trust or by other entities.

DIVIDEND POLICY

We have not paid any cash dividends and do not expect to do so in the foreseeable future. We anticipate that we will retain all of our future earnings, if any, for use in the expansion and operation of our business. In addition, our Amended and Restated Credit Agreement precludes us from paying dividends.

DILUTION

This offering is for sales of common stock, if any, by the selling stockholders on a continuous or delayed basis in the future. Sales of common stock by selling stockholders will not result in a change to the net tangible book value per share before and after the distribution of shares by such selling stockholders.

There will be no change in net tangible book value per share attributable to cash payments made by purchasers of the shares of common stock being offered. Prospective investors should be aware, however, that the price of shares of common stock may not bear any rational relationship to net tangible book value per share of the common stock.

DESCRIPTION OF SECURITIES

The following description summarizes the material terms and provisions of our common stock and preferred stock. For the complete terms of our common stock and preferred stock, please refer to our Amended and Restated Certificate of Incorporation and Second Amended and Restated Bylaws that are filed as exhibits to the registration statement that includes this prospectus. The Delaware General Corporation Law may also affect the terms of our common stock and preferred stock.

Authorized and Outstanding Capital Stock

Our Amended and Restated Certificate of Incorporation provides that we have authority to issue (i) 50,000,000 shares of common stock, par value \$0.000001 per share, 13,077,468 of which are issued and outstanding as of May 29, 2018, after giving effect to the restructuring and the 1-for-12 reverse stock split, and (ii) 10,000,000 shares of preferred stock, par value \$0.000001 per share, none of which are issued and outstanding as of the date of this prospectus. As of May 29, 2018, after giving effect to the restructuring and the 1-for-12 reverse stock split, we had outstanding warrants to purchase approximately 519,917 shares of our common stock and outstanding awards to purchase approximately 135,000 shares of our common stock and approximately 18,000 shares remained available for issuance under the Xtant Medical Holdings, Inc. Amended and Restated Equity Incentive Plan.

Common Stock

Principal Market for our Common Stock

Our common stock is listed on NYSE American under the symbol “XTNT.”

Dividends

Our board of directors may authorize, and we may make, distributions to our stockholders, subject to any restriction in our Amended and Restated Certificate of Incorporation and to those limitations prescribed by law and contractual restrictions. Subject to preferences that may apply to any shares of preferred stock outstanding at the time, the holders of our common stock will be entitled to share equally, identically and ratably in any dividends that our board of

directors may determine to issue from time to time. However, we have never paid cash dividends on our common stock or any other securities. We anticipate that we will retain all of our future earnings, if any, for use in the expansion and operation of our business and do not anticipate paying any cash dividends in the foreseeable future. In addition, our Amended and Restated Credit Agreement precludes us from paying dividends.

Fully Paid and Non-Assessable

All shares of our outstanding common stock are fully paid and non-assessable.

Voting Rights

Each share of our common stock is entitled to one vote in each matter submitted to a vote at a meeting of stockholders, including in all elections for directors. Stockholders are not entitled to cumulative voting in the election for directors. Our stockholders may vote either in person or by proxy. Except in respect of matters relating to the election of directors and as otherwise provided in our Amended and Restated Certificate of Incorporation or required by law, all matters to be voted on by our stockholders must be approved by holders of a majority of the shares present in person or by proxy at the meeting and entitled to vote on the subject matter. In the case of election of directors, all matters to be voted on by our stockholders must be approved by a plurality of the votes entitled to be cast by holders of all outstanding shares of common stock.

Preemptive and Other Rights

Holders of our common stock have no preemptive rights and have no other rights to subscribe for additional securities of ours under Delaware law, nor does our common stock have any conversion rights or rights of redemption. Upon liquidation, all holders of our common stock are entitled to participate pro rata in our assets available for distribution, subject to the rights of any class of preferred stock then outstanding.

Preferred Stock

Though we currently have no plans to issue any shares of preferred stock, our board of directors has the authority, without further action by our stockholders, to designate and issue up to 10,000,000 shares of preferred stock in one or more series. Our board of directors may also designate the rights, preferences and privileges of the holders of each such series of preferred stock, any or all of which may be greater than or senior to those granted to the holders of our common stock. Though the actual effect of any such issuance on the rights of the holders of our common stock will not be known until our board of directors determines the specific rights of the holders of preferred stock, the potential effects of such an issuance include:

- diluting the voting power of the holders of common stock;
- reducing the likelihood that holders of common stock will receive dividend payments;
- reducing the likelihood that holders of common stock will receive payments in the event of our liquidation, dissolution or winding up; and
- delaying, deterring or preventing a change in control or other corporate takeover.

Anti-Takeover Provisions

Amended and Restated Certificate of Incorporation and Second Amended and Restated Bylaws

Because our stockholders do not have cumulative voting rights, our stockholders holding a majority of the shares of common stock outstanding will be able to elect all of our directors. Our Second Amended and Restated Bylaws provide that only our board of directors, Chairman of the board or Chief Executive Officer may call a special meeting of stockholders.

The combination of these factors, in addition to the fact that we are a “controlled company” within the meaning of the corporate governance standards of the NYSE American, will make it more difficult for our existing stockholders to replace our board of directors as well as for another party to obtain control of us by replacing our board of directors. Since our board of directors has the power to retain and discharge our officers, th