

AMEDICA Corp
Form 3
February 12, 2014

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

OMB APPROVAL

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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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â LINK MAX		(Month/Day/Year)	AMEDICA Corp [AMDA]	
(Last)	(First)	(Middle)	02/12/2014	
C/O AMEDICA CORPORATION,Â 1885 WEST 2100 SOUTH			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SALT LAKE CITY,Â UTÂ 84119			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. 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	12,802 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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.

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 of Derivative	5. Ownership Form of Derivative Security	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Warrant to Purchase Shares of Common Stock	Â (2)	Â (2)	Common Stock	2,424 (2)	\$ (2)	D	Â
Series A-1 Preferred Stock	Â (3)	Â (3)	Common Stock	19,398 (3)	\$ (3)	D	Â
Series C Preferred Stock	Â (4)	Â (4)	Common Stock	4,347 (4)	\$ (4)	D	Â
Series D Preferred Stock	Â (5)	Â (5)	Common Stock	1,767 (5)	\$ (5)	D	Â
Series E Preferred Stock	Â (6)	Â (6)	Common Stock	1,102 (6)	\$ (6)	D	Â
Series F Preferred Stock	Â (7)	Â (7)	Common Stock	31,250 (7)	\$ (7)	D	Â
Stock Options (right to buy)	Â (8)(9)	Â (8)(9)	Common Stock	3,782 (8) (9)	\$ (8) (9)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINK MAX C/O AMEDICA CORPORATION 1885 WEST 2100 SOUTH SALT LAKE CITY, UT 84119	Â X	Â	Â	Â

Signatures

/s/ Jonathan Ursprung 02/12/2014

**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) Includes 581 restricted stock units, each of which represents a contingent right to receive one share of the Issuer's Common Stock. The restricted stock units vest on the earlier of a change in control or the date of the expiration of the lock up period imposed on the Reporting Person after the completion of the closing of the underwritten initial public offering of shares of the Issuer's Common Stock.
 - (2) Includes a warrant to purchase 484 shares of the Issuer's Common Stock with an exercise price of \$17.53 per share of Common Stock exercisable at any time and expiring March 4, 2018; and a warrant to purchase 1,940 shares of the Issuer's Common Stock with an exercise price of \$25.77 per share of Common Stock exercisable at any time and expiring on August 30, 2018.
 - (3) Upon the closing of the Issuer's initial public offering of shares of its Common Stock, each share of Series A-1 Convertible Preferred Stock will convert into 1.5000 shares of the Issuer's Common Stock pursuant to the terms of the Certificate of Designation for Series A-1 Convertible Preferred Stock of the Issuer. This conversion is reflected in column 3 in the amount of securities underlying the derivative securities.

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- (4) Upon the closing of the Issuer's initial public offering of shares of its Common Stock, each share of Series C Convertible Preferred Stock will convert into 1.1206 shares of the Issuer's Common Stock pursuant to the terms of the Certificate of Designation for Series C Convertible Preferred Stock of the Issuer. This conversion is reflected in column 3 in the amount of securities underlying the derivative securities.
- (5) Upon the closing of the Issuer's initial public offering of shares of its Common Stock, each share of Series D Convertible Preferred Stock will convert into 1.3014 shares of the Issuer's Common Stock pursuant to the terms of the Certificate of Designation for Series D Convertible Preferred Stock of the Issuer. This conversion is reflected in column 3 in the amount of securities underlying the derivative securities.
- (6) Upon the closing of the Issuer's initial public offering of shares of its Common Stock, each share of Series E Convertible Preferred Stock will convert into 1.1363 shares of the Issuer's Common Stock pursuant to the terms of the Certificate of Designation for Series E Convertible Preferred Stock of the Issuer. This conversion is reflected in column 3 in the amount of securities underlying the derivative securities.
- (7) Upon the closing of the Issuer's initial public offering of shares of its Common Stock, each share of Series F Convertible Preferred Stock will convert into 6.4437 shares of the Issuer's Common Stock pursuant to the terms of the Certificate of Designation for Series F Convertible Preferred Stock of the Issuer. This conversion is reflected in column 3 in the amount of securities underlying the derivative securities.
- (8) Includes options to purchase 218 shares of Common Stock at an exercise price of \$15.46 per share, exercisable at any time and expiring December 15, 2014; options to purchase 363 shares of at an exercise price of \$25.77 per share, exercisable at any time and expiring December 12, 2015; options to purchase 582 shares of Common Stock at an exercise price of \$25.77 per share, exercisable at any time and expiring December 11, 2016; options to purchase 582 shares of Common Stock at an exercise price of \$25.77 per share, exercisable at any time and expiring December 9, 2020; options to purchase 582 shares of Common Stock at an exercise price of \$25.77 per share, exercisable at any time and expiring December 8, 2021; (Continued in Footnote 9)
- (9) options to purchase 582 shares of Common Stock at an exercise price of \$25.77 per share, exercisable at any time and expiring March 15, 2022; options to purchase 291 shares of Common Stock at an exercise price of \$25.77 per share, exercisable at any time and expiring March 15, 2022; options to purchase 582 shares of Common Stock at an exercise price of \$25.77 per share, exercisable at any time and expiring March 15, 2022.

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.