

SeaSpine Holdings Corp  
Form SC 13G/A  
February 14, 2018

SECURITIES & EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2

(Amendment No. 3)\*

SeaSpine Holdings Corporation

(Name of Issuer)

Common Stock, \$.01 Par Value Per Share

(Title of Class of Securities)

81255T108

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

<input type="checkbox"/>	Rule 13d-1(b)
<input checked="" type="checkbox"/>	Rule 13d-1(c)
<input type="checkbox"/>	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 purposes 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).

(Page 1 of 14 Pages)

CUSIP No. 81255T108 13G Page 2 of 14 Pages

(1) NAMES OF REPORTING PERSONS  
HealthCor Management, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)  x

(b)  ..

(3) SEC USE ONLY  
CITIZENSHIP OR PLACE OF ORGANIZATION

(4) Delaware

NUMBER OF (5) SOLE VOTING POWER  
0

SHARES

(6) SHARED VOTING POWER  
BENEFICIALLY 0

OWNED BY (7) SOLE DISPOSITIVE POWER  
0

EACH

(8) SHARED DISPOSITIVE POWER  
REPORTING 0

PERSON WITH

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..  
(see instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

(12) TYPE OF REPORTING PERSON (see instructions)  
PN

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(1) NAMES OF REPORTING PERSONS  
HealthCor Associates, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)  x

(b)  ..

(3) SEC USE ONLY  
CITIZENSHIP OR PLACE OF ORGANIZATION

(4)  
Delaware

NUMBER OF (5) SOLE VOTING POWER  
0

SHARES

(6) SHARED VOTING POWER  
BENEFICIALLY 0

OWNED BY (7) SOLE DISPOSITIVE POWER  
0

EACH

(8) SHARED DISPOSITIVE POWER  
REPORTING 0

PERSON WITH

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..  
(see instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

(12) TYPE OF REPORTING PERSON (see instructions)  
OO - limited liability company

CUSIP No. 81255T108 13G Page 4 of 14 Pages

(1) NAMES OF REPORTING PERSONS  
HealthCor Offshore Master Fund, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)  x

(b)  ..

(3) SEC USE ONLY  
CITIZENSHIP OR PLACE OF ORGANIZATION

(4)  
Cayman Islands

NUMBER OF (5) SOLE VOTING POWER  
0

SHARES

(6) SHARED VOTING POWER  
BENEFICIALLY 0

OWNED BY (7) SOLE DISPOSITIVE POWER  
0

EACH

(8) SHARED DISPOSITIVE POWER  
REPORTING 0

PERSON WITH

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..  
(see instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

(12) TYPE OF REPORTING PERSON (see instructions)  
PN

CUSIP No. 81255T108 13G Page 5 of 14 Pages

(1) NAMES OF REPORTING PERSONS  
HealthCor Offshore GP, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)  x

(b)  ..

(3) SEC USE ONLY  
CITIZENSHIP OR PLACE OF ORGANIZATION

(4)  
Delaware

NUMBER OF (5) SOLE VOTING POWER  
0

SHARES

(6) SHARED VOTING POWER  
BENEFICIALLY 0

OWNED BY (7) SOLE DISPOSITIVE POWER  
0

EACH

(8) SHARED DISPOSITIVE POWER  
REPORTING 0

PERSON WITH

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..  
(see instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

(12) TYPE OF REPORTING PERSON (see instructions)  
OO - limited liability company

CUSIP No. 81255T108 13G Page 6 of 14 Pages

(1) NAMES OF REPORTING PERSONS  
HealthCor Group, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)  x

(b)  ..

(3) SEC USE ONLY  
CITIZENSHIP OR PLACE OF ORGANIZATION

(4)  
Delaware

NUMBER OF (5) SOLE VOTING POWER  
0

SHARES

(6) SHARED VOTING POWER  
BENEFICIALLY 0

OWNED BY (7) SOLE DISPOSITIVE POWER  
0

EACH

(8) SHARED DISPOSITIVE POWER  
REPORTING 0

PERSON WITH

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..  
(see instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

(12) TYPE OF REPORTING PERSON (see instructions)  
OO - limited liability company

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(1) NAMES OF REPORTING PERSONS  
Arthur Cohen

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)  x

(b)  ..

(3) SEC USE ONLY  
CITIZENSHIP OR PLACE OF ORGANIZATION

(4) United States

NUMBER OF (5) SOLE VOTING POWER  
0

SHARES

(6) SHARED VOTING POWER  
BENEFICIALLY 0

OWNED BY (7) SOLE DISPOSITIVE POWER  
0

EACH

(8) SHARED DISPOSITIVE POWER  
REPORTING 0

PERSON WITH

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..  
(see instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

(12) TYPE OF REPORTING PERSON (see instructions)  
IN



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(1) NAMES OF REPORTING PERSONS

Joseph Healey

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)  x

(b)  ..

(3) SEC USE ONLY  
CITIZENSHIP OR PLACE OF ORGANIZATION

(4) United States

NUMBER OF (5) SOLE VOTING POWER  
0

SHARES

(6) SHARED VOTING POWER  
BENEFICIALLY 0

OWNED BY (7) SOLE DISPOSITIVE POWER  
0

EACH

(8) SHARED DISPOSITIVE POWER  
REPORTING 0

PERSON WITH

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..  
(see instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

(12) TYPE OF REPORTING PERSON (see instructions)  
IN

CUSIP No. 81255T108 13G Page 9 of 14 Pages

(1) NAMES OF REPORTING PERSONS  
HealthCor Sanatate Offshore Master Fund, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)  x

(b)  ..

(3) SEC USE ONLY  
CITIZENSHIP OR PLACE OF ORGANIZATION

(4)  
Cayman Islands

NUMBER OF (5) SOLE VOTING POWER  
0

SHARES

(6) SHARED VOTING POWER  
BENEFICIALLY 0

OWNED BY (7) SOLE DISPOSITIVE POWER  
0

EACH

(8) SHARED DISPOSITIVE POWER  
REPORTING 0

PERSON WITH

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..  
(see instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

(12) TYPE OF REPORTING PERSON (see instructions)  
PN

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(1) NAMES OF REPORTING PERSONS

HealthCor Offshore II GP, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)  x

(b)  ..

(3) SEC USE ONLY  
CITIZENSHIP OR PLACE OF ORGANIZATION

(4) Delaware

NUMBER OF (5) SOLE VOTING POWER  
0

SHARES

(6) SHARED VOTING POWER  
BENEFICIALLY 0

OWNED BY (7) SOLE DISPOSITIVE POWER  
0

EACH

(8) SHARED DISPOSITIVE POWER  
REPORTING

0  
PERSON WITH

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..  
(see instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

(12) TYPE OF REPORTING PERSON (see instructions)  
OO - limited liability company

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Item 1(a).  
SeaSpine Holdings Corporation

Name of Issuer:

Item 1(b).  
5770 Armada Drive, Carlsbad, California 92008

Address of Issuer's Principal Executive Offices:

Item 2(a, b, c). Name of Person Filing:

(i) HealthCor Management, L.P., a Delaware limited partnership, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(ii) HealthCor Associates, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(iii) HealthCor Offshore Master Fund, L.P., a Cayman Islands limited partnership, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(iv) HealthCor Offshore GP, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(v) HealthCor Group, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(vi) Joseph Healey, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(vii) Arthur Cohen, 12 South Main Street, #203 Norwalk, CT 06854;

(viii) HealthCor Sanatate Offshore Master Fund, L.P., a Cayman Islands limited partnership, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019; and

(ix) HealthCor Offshore II GP, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019.

Both Mr. Healey and Mr. Cohen are United States citizens.

The persons at (i) through (ix) above are collectively referred to herein as the "Reporting Persons".

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Item 2(d). Title of Class of Securities: Common Stock, \$.01 Par Value Per Share (the "Common Stock")

Item 2(e).

CUSIP Number: 81255T108

Item 3. Not applicable.

Item 4.

Ownership.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

Item 5.

Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

Item 6.

Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable

Item 8.

Identification and Classification of Members of the Group.

See Exhibit I.

Item 9.

Notice of Dissolution of Group.

Not Applicable

Item 10.

Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit Joint Acquisition Statement (incorporated by reference to Exhibit I to Amendment No. 1 to the Schedule I: 13G filed on February 16, 2016.

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SIGNATURE

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

DATED: February 14, 2018

HEALTHCOR MANAGEMENT, L.P.

By: HealthCor Associates, LLC, its  
general partner

/s/ Anabelle P. Gray  
Name: Anabelle P. Gray  
Title: General Counsel

HEALTHCOR OFFSHORE GP, LLC, for itself  
and as general partner of behalf of  
HEALTHCOR OFFSHORE MASTER FUND,  
L.P.

By: HealthCor Group, LLC, its general partner

/s/ Anabelle P. Gray  
Name: Anabelle P. Gray  
Title: General Counsel



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HEALTHCOR  
OFFSHORE MASTER  
GP II, LLC, for itself and  
as general partner of  
behalf of HEALTHCOR  
SANATATE  
OFFSHORE MASTER  
FUND, L.P.

By: HealthCor Group,  
LLC, its general partner

/s/ Anabelle P. Gray  
Name: Anabelle P.  
Gray  
Title: General Counsel

HEALTHCOR  
ASSOCIATES, LLC

/s/ Anabelle P. Gray  
Name: Anabelle P.  
Gray  
Title: General Counsel

HEALTHCOR GROUP,  
LLC

By: /s/ Anabelle P. Gray  
Name: Anabelle P.  
Gray  
Title: General Counsel

JOSEPH HEALEY,  
Individually

/s/ Joseph Healey

ARTHUR COHEN,  
Individually

/s/ Arthur Cohen

