

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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* <u>Squadron Capital LLC</u> (Last) (First) (Middle) 18 HARTFORD AVE., PO BOX 223 (Street) GRANBY CT 06035 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/11/2017	3. Issuer Name and Ticker or Trading Symbol <u>ORTHOPEDIATRICS CORP [KIDS]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	1,206	D	

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 Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(1)	08/23/2022	Common Stock	1,340	30.97	D	
Series A Convertible Preferred Stock	(2)	(2)	Common Stock	670,000	23.88 ⁽²⁾	D	
Series B Convertible Preferred Stock	(3)	(3)	Common Stock	2,785,833	13.09 ⁽³⁾	D	

Explanation of Responses:

1. The stock option is fully vested and immediately exercisable.
2. All outstanding shares of Series A Convertible Preferred Stock (the "Series A Stock") are held by the reporting person. The Series A Stock is convertible at any time at the reporting person's election into shares of Common Stock at the then-existing conversion price, and has no expiration date. Upon the closing of the initial public offering of the Common Stock, a \$16.0 million preference payment, together with all accrued and unpaid dividends, on the Series A Stock will automatically convert into shares of Common Stock at a conversion price equal to the initial public offering price.
3. The Series B Convertible Preferred Stock is convertible at any time at the holder's election into shares of Common Stock at the then-existing conversion price, and has no expiration date.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Daniel J. Gerritzen,
Attorney-in-Fact

10/11/2017

** 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 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).

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 Number.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Fred L. Hite and Daniel J. Gerritzen, or either of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of OrthoPediatrics Corp. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules promulgated thereunder;
- (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such forms with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and
- (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

* * * * *

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of October, 2017.

/s/ David R. Pelizzon
David R. Pelizzon, as President of
Squadron Capital LLC
