

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|--|--|---|--|
| 1. Name and Address of Reporting Person * LINK MAX | | 2. Date of Event Requiring Statement (Month/Day/Year) 02/12/2014 | 3. Issuer Name and Ticker or Trading Symbol AMEDICA Corp [AMDA] | |
| (Last) (First) (Middle) C/O AMEDICA CORPORATION, 1885 WEST 2100 SOUTH | (Street) SALT LAKE CITY, UT 84119 | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| (City) (State) (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | | | |
| 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 | |

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 Security | 5. Ownership Form of Derivative Security: 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 | | | |
| Warrant to Purchase Shares of Common Stock | (2) | (2) | Common Stock | 2,424 (2) | \$ (2) | D | |
| Series A-1 Preferred Stock | (3) | (3) | Common Stock | 19,398 (3) | \$ (3) | D | |
| Series C Preferred Stock | (4) | (4) | Common Stock | 4,347 (4) | \$ (4) | D | |
| Series D Preferred Stock | (5) | (5) | Common Stock | 1,767 (5) | \$ (5) | D | |
| Series E Preferred Stock | (6) | (6) | Common Stock | 1,102 (6) | \$ (6) | D | |
| Series F Preferred Stock | (7) | (7) | Common Stock | 31,250 (7) | \$ (7) | D | |
| Stock Options (right to buy) | (8)(9) | (8)(9) | Common Stock | 3,782 (8) (9) | \$ (8) (9) | D | |

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 | X | | | |

Signatures

| | | |
|--|--|---------------------|
| /s/ Jonathan Ursprung | | 02/12/2014 |
| <small>**Signature of Reporting Person</small> | | <small>Date</small> |

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).

Includes 581 restricted stock units, each of which represents a contingent right to receive one share of the Issuer's Common Stock. The (1) 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.

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 (2) 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.

Upon the closing of the Issuer's initial public offering of shares of its Common Stock, each share of Series A-1 Convertible Preferred (3) 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.

Upon the closing of the Issuer's initial public offering of shares of its Common Stock, each share of Series C Convertible Preferred (4) 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.

Upon the closing of the Issuer's initial public offering of shares of its Common Stock, each share of Series D Convertible Preferred (5) 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.

Upon the closing of the Issuer's initial public offering of shares of its Common Stock, each share of Series E Convertible Preferred (6) 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.

Upon the closing of the Issuer's initial public offering of shares of its Common Stock, each share of Series F Convertible Preferred (7) 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.

Includes options to purchase 218 shares of Common Stock at an exercise price of \$15.46 per share, exercisable at any time and expiring (8) 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)

options to purchase 582 shares of Common Stock at an exercise price of \$25.77 per share, exercisable at any time and expiring March (9) 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Kevin Ontiveros, the Chief Legal Officer, Chief Compliance Officer, and Corporate Secretary of Amedica Corporation (the "Company"), Amy N. Wood, Corporate Paralegal for the Company, and Daniel Kajunski, Anthony Hubbard, Kanasha Herbert, Jonathan Ursprung and Caroline Gammill, each of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., signing singly, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, forms and authentication documents for EDGAR Filing Access;
- (2) 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 forms and authentication documents;
- (3) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (4) 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 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (5) 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, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

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 this 26th day of Nov, 2013.

/s/ Max Link

Signature

Max Link

Print Name