

Tornier B.V.  
Form 8-A12B  
January 31, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

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**TORNIER N.V.**

(Exact name of registrant as specified in its charter)

**The Netherlands**

(State of incorporation or organization)

**98-0509600**

(I.R.S. Employer Identification No.)

**Fred Roeskestraat 123**

**1076 EE Amsterdam**

**The Netherlands**

(Address of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

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**Title of each class to be so registered:**

**Name of each exchange on which each class  
is to be registered:**

**Ordinary Shares, par value 0.03 per share**

**The NASDAQ Stock Market LLC**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.  o

Securities Act registration statement file number to which this form relates: **333-167370**

Securities to be registered pursuant to Section 12(g) of the Act:

**None.**

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

A description of the ordinary shares, 0.03 par value per share, of Tornier N.V. (the Registrant) to be registered hereunder is contained in the section entitled "Description of Ordinary Shares" in the Prospectus included in the Registrant's Registration Statement on Form S-1, File No. 333-167370, as amended, which was initially filed with the Securities and Exchange Commission on June 8, 2010 (including any subsequent amendments thereto, the Registration Statement), and is incorporated herein by reference. The prospectus to be filed pursuant to Rule 424(b) following the effective date of the Registration Statement shall be deemed to be incorporated by reference into this registration statement on Form 8-A.

Item 2. Exhibits.

Not applicable.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**TORNIER N.V.**

Date: January 28, 2011

By:                   /s/ Douglas W. Kohrs  
                          Douglas W. Kohrs  
                          President and Chief Executive Officer