

Tornier N.V.
Form 4
March 03, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
TMG Holdings Cooperatief U.A.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC, 450
LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Tornier N.V. [TRNX]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares, par value EUR 0.03 per share	02/28/2014		S		5,125,000	D	\$ 18.94
							10,721,809
							(1)
							(2) (3)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TMG Holdings Cooperatief U.A. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WARBURG PINCUS (BERMUDA) PRIVATE EQUITY IX, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
WP (Bermuda) IX PE One Ltd. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
Warburg Pincus (Bermuda) Private Equity Ltd. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
WARBURG PINCUS LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
KAYE CHARLES R C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		

Landy Joseph P.
C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE
NEW YORK, NY 10017

X

Signatures

TMG HOLDINGS COOPERATIEF U.A. By: /s/ Timothy J. Curt Name: Timothy J. Curt Title: Director	03/03/2014
__Signature of Reporting Person	Date
TMG HOLDINGS COOPERATIEF U.A. By: /s/ Guido F.X.M. Nieuwenhuizen Title: Director	03/03/2014
__Signature of Reporting Person	Date
WARBURG PINCUS (BERMUDA) PRIVATE EQUITY IX, L.P. By: /s/ Timothy J. Curt Name: Timothy J. Curt Title: Authorized Signatory	03/03/2014
__Signature of Reporting Person	Date
WP (BERMUDA) IX PE ONE LTD. By: /s/ Timothy J. Curt Name: Timothy J. Curt Title: Director	03/03/2014
__Signature of Reporting Person	Date
WARBURG PINCUS (BERMUDA) PRIVATE EQUITY LTD. By: /s/ Timothy J. Curt Name: Timothy J. Curt Title: Authorized Signatory	03/03/2014
__Signature of Reporting Person	Date
WARBURG PINCUS LLC By: /s/ Timothy J. Curt Name: Timothy J. Curt Title: Managing Director	03/03/2014
__Signature of Reporting Person	Date
CHARLES R. KAYE By: /s/ Timothy J. Curt Name: Charles R. Kaye By: Timothy J. Curt, Attorney-in-Fact*	03/03/2014
__Signature of Reporting Person	Date
JOSEPH P. LANDY By: /s/ Timothy J. Curt Name: Joseph P. Landy By: Timothy J. Curt, Attorney-in-Fact*	03/03/2014
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Represents a public offering price of \$18.94 per ordinary share (the "Ordinary Shares") pursuant to a Purchase Agreement dated February 24, 2014.

These Ordinary Shares are owned by TMG Holdings Cooperatief U.A., a Dutch cooperatief ("TMG"). TMG is wholly owned by Warburg Pincus (Bermuda) Private Equity IX, L.P., a Bermuda limited partnership ("WP Bermuda IX") and WP (Bermuda) IX PE One Ltd., a Bermuda company ("WPIX PE One"). The general partner of WP Bermuda IX is Warburg Pincus (Bermuda) Private Equity Ltd., a Bermuda exempted company ("WP Bermuda Ltd."). WP Bermuda IX is managed by Warburg Pincus LLC, a New York limited liability company ("WP LLC" and, together with WP Bermuda IX, WPIX PE One and WP Bermuda Ltd., the "Warburg Pincus Entities"). Charles R. Kaye and Joseph P. Landy are the Managing General Partners of Warburg Pincus & Co., a New York general partnership, and Managing Members and Co-Chief Executive Officers of WP LLC and may be deemed to control the Warburg Pincus Entities.
- (3) Each of the Warburg Pincus Entities and Messrs. Charles R. Kaye and Joseph P. Landy (collectively, the "Warburg Pincus Reporting Persons") has shared voting and investment control of all of the Ordinary Shares referenced above. By reason of the provisions of Rule

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16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Warburg Pincus Reporting Persons may be deemed to be the beneficial owners of the Ordinary Shares referenced above. Each of the Warburg Pincus Reporting Persons disclaims beneficial ownership of all of the Ordinary Shares referenced above except to the extent of any indirect pecuniary interest therein. Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of the Warburg Pincus Reporting Persons herein states that this Form 4 shall not be deemed an admission that it or he is the beneficial owner of any of the Ordinary Shares of the Issuer reported in this Form 4.

Remarks:

* Information with respect to each of the Warburg Pincus Reporting Persons is given solely by such Warburg Pincus Reporting

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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