

Wright Medical Group N.V.  
Form 8-K  
November 23, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 17, 2015**

**WRIGHT MEDICAL GROUP N.V.**

**(Exact name of registrant as specified in its charter)**

**The Netherlands**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-35065**  
**(Commission**  
  
**File Number)**

**98-0509600**  
**(I.R.S. Employer**  
  
**Identification No.)**

**Prins Bernhardplein 200**

**1097 JB Amsterdam**

**The Netherlands**  
**(Address of principal executive offices)**

**None**  
**(Zip Code)**

**(+ 31) 20 675-4002**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On November 17, 2015, Wright Medical Group N.V. ( Wright ) entered into an underwriting agreement (the Underwriting Agreement ) with TMG Holdings Coöperatief U.A., an affiliate of Warburg Pincus LLC and an existing shareholder of Wright (the Selling Shareholder ), and Merrill Lynch, Pierce, Fenner & Smith Incorporated (the Underwriter ), relating to the underwritten offering of 4,500,000 ordinary shares, par value 0.03 per share, of Wright (the Shares ). The Underwriter agreed to purchase the Shares from the Selling Shareholder pursuant to the Underwriting Agreement at a price of \$20.82 per share. The offering closed on November 23, 2015. Wright did not sell any shares in the offering or receive any proceeds from the offering.

The offering was effected pursuant to a shelf registration statement on Form S-3, which was filed by Wright and declared effective by the Securities and Exchange Commission on November 17, 2015 (Registration No. 333-208072) (the Registration Statement ), and a related prospectus supplement dated November 17, 2015.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K. An opinion of Stibbe N.V. provided in connection with the offering is filed as Exhibit 5.1 to this report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated November 17, 2015, among Wright Medical Group N.V., TMG Holdings Coöperatief U.A. and Merrill Lynch, Pierce, Fenner & Smith Incorporated (filed herewith)
5.1	Opinion of Stibbe N.V. (filed herewith)
23.1	Consent of Stibbe N.V. (included in Exhibit 5.1)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 23, 2015

**WRIGHT MEDICAL GROUP N.V.**

By: /s/ Lance A. Berry

Name: Lance A. Berry

Senior Vice President and Chief Financial

Title: Officer

**WRIGHT MEDICAL GROUP N.V.**  
**CURRENT REPORT ON FORM 8-K**  
**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>	<b>Method of Filing</b>
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5.1	Opinion of Stibbe N.V.	Filed herewith
23.1	Consent of Stibbe N.V.	Included in Exhibit 5.1