Wright Medical Group N.V.

Form 4

October 05, 2015

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading STEVENS DAVID D Issuer Symbol Wright Medical Group N.V. (Check all applicable) [WMGI] (Last) (First) (Middle) 3. Date of Earliest Transaction X\_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) 1023 CHERRY ROAD 10/01/2015 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting MEMPHIS, TN 38117 Person (Zip) (City) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code Beneficially Beneficial (D) (D) or any Indirect (I) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price **Ordinary** Shares, par value EUR 10/01/2015 66,966 66,966 D Α (1) 0.03 per share

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

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**OMB APPROVAL** 

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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 in 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 21.3	10/01/2015		A	12,886	10/01/2015	05/11/2016	Ordinary Shares	12,886
Stock Option (Right to Buy)	\$ 23.36	10/01/2015		A	12,886	10/01/2015	05/17/2017	Ordinary Shares	12,886
Stock Option (Right to Buy)	\$ 28.32	10/01/2015		A	10,309	10/01/2015	05/14/2018	Ordinary Shares	10,309
Stock Option (Right to Buy)	\$ 15.01	10/01/2015		A	10,309	10/01/2015	05/13/2019	Ordinary Shares	10,309
Stock Option (Right to Buy)	\$ 17.82	10/01/2015		A	10,309	10/01/2015	05/13/2020	Ordinary Shares	10,309
Stock Option (Right to Buy)	\$ 23.93	10/01/2015		A	10,309	10/01/2015	05/14/2023	Ordinary Shares	10,309
Stock Option (Right to Buy)	\$ 29.06	10/01/2015		A	10,309	10/01/2015	05/13/2024	Ordinary Shares	10,309

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Reporting Owners 2

STEVENS DAVID D 1023 CHERRY ROAD MEMPHIS, TN 38117

X

### **Signatures**

/s/ Marija S. Nelson, Attorney-in-fact

10/05/2015

\*\*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).
- Received in exchange for 64,959 common shares of Wright Medical Group, Inc. ("Wright") pursuant to the Agreement and Plan of
  Merger by and among the issuer, Tornier N.V. ("TRNX"), Trooper Holdings Inc., and Trooper Merger Sub Inc., which became effective on October 1, 2015, (the "Merger"). On the date prior to the effective time of the Merger, the closing price of Wright's common shares was \$21.02 per share and the closing price of TRNX's ordinary shares was \$20.39 per share.
- (2) Received in the merger in exchange for an outside director stock option to acquire 12,500 Wright shares for \$21.95 per share.
- (3) Received in the merger in exchange for an outside director stock option to acquire 12,500 Wright shares for \$24.08 per share.
- (4) Received in the merger in exchange for an outside director stock option to acquire 10,000 Wright shares for \$29.19 per share.
- (5) Received in the merger in exchange for an outside director stock option to acquire 10,000 Wright shares for \$15.47 per share.
- (6) Received in the merger in exchange for an outside director stock option to acquire 10,000 Wright shares for \$18.37 per share.
- (7) Received in the merger in exchange for an outside director stock option to acquire 10,000 Wright shares for \$24.66 per share.
- (8) Received in the merger in exchange for an outside director stock option to acquire 10,000 Wright shares for \$29.95 per share.

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.

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