Wright Medical Group N.V.

Form 4 October 05, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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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

may continue. See Instruction

1(b).

obligations

(Print or Type Responses)

Ordinary Shares, par value EUR

0.03 per share

10/01/2015

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Andrews Julie Issuer Symbol Wright Medical Group N.V. (Check all applicable) [WMGI] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) below) 1023 CHERRY ROAD 10/01/2015 VP & Chief Acctg. Officer (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 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) any Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Amount (D) Price

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

A

14,954

Α

(1)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

14,954

D

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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 or 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)	\$ 19.36	10/01/2015		A	20,618	10/01/2015	05/18/2022	Ordinary Shares	20,618
Stock Option (Right to Buy)	\$ 23.93	10/01/2015		A	13,816	10/01/2015	05/14/2023	Ordinary Shares	13,816
Stock Option (Right to Buy)	\$ 29.06	10/01/2015		A	8,546	10/01/2015	05/13/2024	Ordinary Shares	8,546

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Andrews Julie

1023 CHERRY ROAD VP & Chief Acctg. Officer MEMPHIS, TN 38117

**Signatures** 

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

\*\*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 14,506 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 employee stock option to acquire 20,000 Wright shares for \$19.95 per share.

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- (3) Received in the merger in exchange for an employee stock option to acquire 13,402 Wright shares for \$24.66 per share.
- (4) Received in the merger in exchange for an employee stock option to acquire 8,290 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.