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

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES obligations may continue.

See Instruction 1(b).

(Last)

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 * Walker Jennifer S.

[WMGI]

(First) (Middle)

1023 CHERRY ROAD

(Street)

(Zip)

2. Issuer Name and Ticker or Trading

Symbol

Wright Medical Group N.V.

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

10/01/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

2005

January 31, Expires:

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

> below) SVP, Process Improvement

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

(City) (State)

MEMPHIS, TN 38117

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

(A)

or

Securities Beneficially Owned Following Reported Transaction(s)

5. Amount of

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(Instr. 3 and 4)

Code V Amount

A

(D) Price

Ordinary Shares, par

0.03 per share

value EUR

10/01/2015

37,984 37,984 Α (1)

D

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

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SEC 1474 (9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number of onDerivative 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)	\$ 18.94	10/01/2015		A	876	10/01/2015	04/04/2016	Ordinary Shares	876
Stock Option (Right to Buy)	\$ 18.94	10/01/2015		A	876	10/01/2015	04/04/2016	Ordinary Shares	876
Stock Option (Right to Buy)	\$ 17.01	10/01/2015		A	15,463	10/01/2015	12/11/2019	Ordinary Shares	15,463
Stock Option (Right to Buy)	\$ 17.82	10/01/2015		A	4,154	10/01/2015	05/13/2020	Ordinary Shares	4,154
Stock Option (Right to Buy)	\$ 15.04	10/01/2015		A	5,403	10/01/2015	05/11/2021	Ordinary Shares	5,403
Stock Option (Right to Buy)	\$ 20.75	10/01/2015		A	11,536	10/01/2015	05/09/2022	Ordinary Shares	11,536
Stock Option (Right to Buy)	\$ 22.55	10/01/2015		A	3,098	10/01/2015	04/17/2023	Ordinary Shares	3,098
Stock Option (Right to Buy)	\$ 23.93	10/01/2015		A	11,466	10/01/2015	05/14/2023	Ordinary Shares	11,466
. ,	\$ 30.14	10/01/2015		A	2,517	10/01/2015	04/01/2024		2,517

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Stock Ordinary Option Shares (Right to Buy) Stock Option Ordinary 10/01/2015 05/13/2024 \$ 29.06 10/01/2015 10,264 10,264 A (Right to Shares Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Walker Jennifer S. 1023 CHERRY ROAD MEMPHIS, TN 38117

SVP, Process Improvement

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 36,846 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 850 Wright shares for \$19.52 per share.
- (3) Received in the merger in exchange for an employee stock option to acquire 850 Wright shares for \$19.52 per share.
- (4) Received in the merger in exchange for an employee stock option to acquire 15,000 Wright shares for \$17.53 per share.
- (5) Received in the merger in exchange for an employee stock option to acquire 4,030 Wright shares for \$18.37 per share.
- (6) Received in the merger in exchange for an employee stock option to acquire 5,242 Wright shares for \$15.50 per share.
- (7) Received in the merger in exchange for an employee stock option to acquire 11,191 Wright shares for \$21.39 per share.
- (8) Received in the merger in exchange for an employee stock option to acquire 3,006 Wright shares for \$23.24 per share.
- (9) Received in the merger in exchange for an employee stock option to acquire 11,123 Wright shares for \$24.66 per share.
- (10) Received in the merger in exchange for an employee stock option to acquire 2,442 Wright shares for \$31.07 per share.
- (11) Received in the merger in exchange for an employee stock option to acquire 9,957 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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