

Wright Medical Group N.V.

Form 4

October 05, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PALMISANO ROBERT J

2. Issuer Name **and** Ticker or Trading
Symbol
Wright Medical Group N.V.
[WMGI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1023 CHERRY ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2015

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

MEMPHIS, TN 38117

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
Ordinary Shares, par value EUR 0.03 per share	10/01/2015		A	150,955	A 150,955	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option (Right to Buy)	\$ 15.55	10/01/2015		A		628,849		10/01/2015	09/17/2021	Ordinary Shares	628,849
Stock Option (Right to Buy)	\$ 17.7	10/01/2015		A		4,112		10/01/2015	04/16/2022	Ordinary Shares	4,112
Stock Option (Right to Buy)	\$ 20.75	10/01/2015		A		145,500		10/01/2015	05/09/2022	Ordinary Shares	145,500
Stock Option (Right to Buy)	\$ 22.55	10/01/2015		A		9,771		10/01/2015	04/17/2023	Ordinary Shares	9,771
Stock Option (Right to Buy)	\$ 23.93	10/01/2015		A		144,625		10/01/2015	05/14/2023	Ordinary Shares	144,625
Stock Option (Right to Buy)	\$ 30.14	10/01/2015		A		7,939		10/01/2015	04/01/2024	Ordinary Shares	7,939
Stock Option (Right to Buy)	\$ 29.06	10/01/2015		A		129,462		10/01/2015	05/13/2024	Ordinary Shares	129,462

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		President and CEO	

PALMISANO ROBERT J
1023 CHERRY ROAD
MEMPHIS, TN 38117

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).

- (1) Received in exchange for 146,431 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 610,000 Wright shares for \$16.03 per share.
- (3) Received in the merger in exchange for an employee stock option to acquire 3,989 Wright shares for \$18.24 per share.
- (4) Received in the merger in exchange for an employee stock option to acquire 141,139 Wright shares for \$21.39 per share.
- (5) Received in the merger in exchange for an employee stock option to acquire 9,479 Wright shares for \$23.24 per share.
- (6) Received in the merger in exchange for an employee stock option to acquire 140,291 Wright shares for \$24.66 per share.
- (7) Received in the merger in exchange for an employee stock option to acquire 7,702 Wright shares for \$31.07 per share.
- (8) Received in the merger in exchange for an employee stock option to acquire 125,582 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.

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