Wright Medical Group N.V.

Form 4

per share

November 25, 2015

FORM	ЛД								OMB AF	PPROVAL	
Washington, D.C. 20549							OMB Number:	3235-0287			
Check this box if no longer  CTATION OF CHANGES IN DEPURE OF CHANGES IN DEPUR OF CHANGES IN DE								Expires:	January 31,		
subject Section Form 4 Form 5 obligati may co. See Inst	to 16. or Filed pu Section 17	rsuant to S (a) of the I	Section Public U	SECU 16(a) of t Utility Ho	<b>RITIES</b> the Securitie	s Exc	change Act of 1	ERSHIP OF Act of 1934, 935 or Section	Estimated a burden hou response	9	
(Print or Type	e Responses)										
			2. Issuer Name and Ticker or Trading Symbol Wright Medical Group N.V.					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
			[WMC	GI]				(Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 11/23/2015				_	_X Director Officer (give t elow)		Owner er (specify	
				ed(Month/Day/Year) A				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NEW YOR	RK, NY 10017						P	erson	ore unan one re	porting	
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivative Se	curiti	es Acqui	red, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securities oper Disposed of (Instr. 3, 4 an	of (D)	red (A)	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 Indirect Beneficial Ownership (Instr. 4)	
Ordinary Shares, par value EUR 0.03 per share	11/23/2015			S	4,500,000		\$ 20.82 (1)	6,221,809	I	See footnotes (2) (3) (4)	
Ordinary Shares, par value EUR 0.03								33,160 (5)	D		

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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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration				
						Exercisable	Date	Title			
				Code V	(A) (D)						
				Code V	(A) (D)		*	Title	Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CARNEY SEAN C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X						
A1 .							

## **Signatures**

/s/ Sean D. Carney 11/25/2015

\*\*Signature of Date
Reporting Person

## **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) Represents a public offering price of \$20.82 per ordinary share (the "Ordinary Shares") pursuant to an Underwriting Agreement dated November 17, 2015.
- (2) Consists of ordinary shares held by TMG Holdings Cooperatief U.A., a Dutch cooperatief, or TMG. TMG is wholly owned by Warburg Pincus Bermuda Private Equity IX, L.P., a Bermuda limited partnership, or WP Bermuda IX, and WP Bermuda IX PE One Ltd., a Bermuda exempted company, or WPIX PE One. The general partner of WP Bermuda IX and sole shareholder of WPIX PE One is Warburg Pincus Bermuda Private Equity Ltd., a Bermuda exempted company, or WP Bermuda Ltd. WP Bermuda IX is managed by Warburg Pincus LLC, a New York limited liability company, or WP LLC, and together with WP Bermuda IX, WPIX PE One and WP

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Bermuda Ltd., the Warburg Pincus Entities.

- Charles R. Kaye and Joseph P. Landy are the Managing Members and Co-Chief Executive Officers of WP LLC and may be deemed to control the Warburg Pincus Entities. Each of the Warburg Pincus Entities, Mr. Kaye and Mr. Landy has shared voting and investment control of all of the ordinary shares referenced above. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, Mr. Kaye, Mr. Landy and the Warburg Pincus Entities may be deemed to be the beneficial owners of the ordinary shares held by TMG. Each of Mr. Kaye, Mr. Landy and the Warburg Pincus Entities disclaims beneficial ownership of the ordinary shares referenced above except to the extent of any pecuniary interest therein.
  - Mr. Carney is a Member and a Managing Director of WP LLC. All shares indicated as owned by Mr. Carney are included because of his affiliation with the Warburg Pincus Entities. Mr. Carney disclaims beneficial ownership of all securities that may be deemed to be
- (4) beneficially owned by the Warburg Pincus Entities, except to the extent of any pecuniary interest therein. This Form 4 shall not be deemed an admission that Mr. Carney or any other person referred to herein is a beneficial owner of any securities for purposes of Section 16 of the Exchange Act or for any other purpose.
- (5) Includes 6,727 ordinary shares that will be issued over time upon vesting pursuant to restricted stock units granted under the Wright Medical Group N.V. Amended and Restated 2010 Incentive Plan.

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.