

EMMITT RICHARD B
Form 4/A
January 13, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
EMMITT RICHARD B

(Last) (First) (Middle)

C/O THE VERTICAL GROUP, 25
DEFOREST AVENUE

(Street)

SUMMIT, NJ 07901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Tornier N.V. [TRNX]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
01/03/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares, par value EUR 0.03 per share	12/31/2011		F		5	D	\$ 18 4,751 ⁽¹⁾
Ordinary Shares, par value EUR 0.03 per share	01/03/2012		J ⁽²⁾		19,333 ⁽²⁾	A	\$ 18 ⁽³⁾ 24,084 ⁽¹⁾
Ordinary Shares, par	01/03/2012		J ⁽²⁾		19,333 ⁽²⁾	A	\$ 18 ⁽³⁾ 19,333
						I	See footnote

value EUR 0.03 per share									(4)
Ordinary Shares, par value EUR 01/03/2012 0.03 per share	J ⁽²⁾	1,865,833 <u>(2)</u>	D	\$ 18 <u>(3)</u>	1,517,268	I			See footnote <u>(5)</u>

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EMMITT RICHARD B C/O THE VERTICAL GROUP 25 DEFOREST AVENUE SUMMIT, NJ 07901	X			

Signatures

/s/ Kevin M. Klemz,
attorney-in-fact

01/12/2012

__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) Includes 3,866 ordinary shares that will be issued over time upon vesting pursuant to restricted stock units granted under the Tornier N.V. 2010 Incentive Plan.
- (2) Distribution of an aggregate of 1,865,833 ordinary shares to limited partners of Vertical Fund I, L.P., or VFI, and Vertical Fund II, L.P., or VFII, including an aggregate of 38,666 ordinary shares distributed to Mr. Emmitt and an IRA account of Mr. Emmitt.
- (3) Represents the closing market price of the ordinary shares on the NASDAQ Global Select Market on the trading day immediately preceding the distribution of ordinary shares to limited partners of VFI and VFII.
- (4) Held by an IRA account of Mr. Emmitt.
- (5) See Exhibit 99.1.

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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