Tornier N.V. Form 4/A August 13, 2014

## FORM 4

subject to

Section 16.

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

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

OMB Number:

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**OMB APPROVAL** 

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \*

**CARNEY SEAN** 

2. Issuer Name and Ticker or Trading

Symbol

Tornier N.V. [TRNX]

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year) 08/11/2014

C/O WARBURG PINCUS LLC, 450

(Street)

LEXINGTON AVENUE

4. If Amendment, Date Original

Filed(Month/Day/Year)

08/12/2014

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10017

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

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.

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

1. Title of Derivative Conversion

or Exercise

Security

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of Underlying Securities

8. F

Dei

Sec

#### Edgar Filing: Tornier N.V. - Form 4/A

(Ins

(Instr. 3)	Price of Derivative Security	(Month	(Month/Day/Year)	(Instr.	8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr. 3 and 4)		(
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to	\$ 21.66 (1)	08/12/2014		A		6,034		(2)	08/12/2024	Ordinary Shares	6,034	

# **Reporting Owners**

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

## **Signatures**

/s/ Kevin M. Klemz, attorney-in-fact 08/13/2014

\*\*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) This Form 4 is being amended to correct the exercise price. The exercise price previously reported on the original Form 4 was the delayed closing price instead of the actual closing price as reported on the NASDAQ Stock Market.
- (2) This option vests in two annual installments, on the one-year and two-year anniversaries of August 12, 2014.

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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