Wright Medical Group N.V.

Form 4

October 05, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

2. Issuer Name and Ticker or Trading

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**CARNEY SEAN** 

(Last)

(First) (Middle)

[WMGI] 3. Date of Earliest Transaction

Wright Medical Group N.V.

(Month/Day/Year)

C/O WARBURG PINCUS LLC, 450 10/01/2015

Symbol

(Street)

LEXINGTON AVENUE

NEW YORK, NY 10017

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

F

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

\_X\_\_ Director 10% Owner

Officer (give title below)

Other (specify

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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

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

(Month/Day/Year)

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

(A)

or

Beneficially Owned **Following** Reported Transaction(s) (Instr. 3 and 4)

5. Amount of

Securities

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

Beneficial Ownership (Instr. 4)

6. Ownership 7. Nature of

Ordinary Shares, par

value EUR 10/01/2015

0.03 per share

share

**Ordinary** Shares, par value EUR 0.03 per

Price Code V Amount (D)

423

D

25,697 (1)

D

10,721,809 I

footnote (2)

See

### Edgar Filing: Wright Medical Group N.V. - Form 4

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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       | isable and      | 7. Titl | e and    | 8. Price of | 9 |
|-------------|-------------|---------------------|--------------------|-------------|------------|---------------------|-----------------|---------|----------|-------------|---|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transaction | orNumber   | Expiration Da       | ate             | Amou    | int 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                   |                 | Securi  | ities    | (Instr. 5)  | ] |
|             | Derivative  |                     |                    |             | Securities |                     |                 | (Instr. | 3 and 4) |             | ( |
|             | Security    |                     |                    |             | Acquired   |                     |                 |         |          |             | ] |
|             |             |                     |                    |             | (A) or     |                     |                 |         |          |             | J |
|             |             |                     |                    |             | Disposed   |                     |                 |         |          |             | - |
|             |             |                     |                    |             | of (D)     |                     |                 |         |          |             | ( |
|             |             |                     |                    |             | (Instr. 3, |                     |                 |         |          |             |   |
|             |             |                     |                    |             | 4, and 5)  |                     |                 |         |          |             |   |
|             |             |                     |                    |             |            |                     |                 |         |          |             |   |
|             |             |                     |                    |             |            |                     |                 |         | Amount   |             |   |
|             |             |                     |                    |             |            | Date<br>Exercisable | Expiration Date | Title   | or       |             |   |
|             |             |                     |                    |             |            |                     |                 |         | Number   |             |   |
|             |             |                     |                    | G 1 17      | (A) (B)    |                     |                 |         | of       |             |   |
|             |             |                     |                    | Code V      | (A) (D)    |                     |                 |         | Shares   |             |   |

# **Reporting Owners**

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

# **Signatures**

/s/ David H. Mowry, attorney-in-fact

\*\*Signature of 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).
- All ordinary shares subject to restricted stock units automatically vested and were issued on October 1, 2015 immediately prior to the effective time of the merger under that certain agreement and plan of merger, dated as of October 27, 2014, among Tornier N.V., Trooper Holdings Inc., Trooper Merger Sub Inc. and Wright Medical Group, Inc.
- (2) 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. 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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