

Wright Medical Group N.V.
Form 4
October 15, 2015

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 *
WEATHERMAN ELIZABETH H

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)

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

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

C/O WARBURG PINCUS LLC, 450 LEXINGTON AVENUE

10/13/2015

(Street)

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

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 (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)
			Code	V	Amount (A) or (D) Price		
Ordinary Shares, par value EUR 0.03 per share	10/13/2015		A		3,808 ⁽¹⁾	A	\$ 0 20,001 ⁽²⁾ D
Ordinary Shares, par value EUR 0.03 per share	10/13/2015		A		2,642 ⁽³⁾	A	\$ 21.01 22,643 ⁽²⁾ D
	10/13/2015		F		122	D	22,521 ⁽²⁾ D

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Ordinary Shares, par value EUR 0.03 per share	\$ 20.62			
Ordinary Shares, par value EUR 0.03 per share	10,721,809	I		See Footnote <u>(4)</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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 20.62	10/13/2015		A	11,018	<u>(5)</u> 10/13/2025	Ordinary Shares	11,018

Reporting Owners

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

Signatures

/s/ Marija Nelson,
attorney-in-fact

10/15/2015

__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) These ordinary shares 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.
- (2) Includes 5,790 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.
- (3) These ordinary shares 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, in lieu of retainer fees in the aggregate amount of \$55,500.
- (4) See Exhibit 99.1
- (5) This option vests in two annual installments, on the one-year and two-year anniversaries of October 13, 2015.

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.