

Walker Jennifer S.
Form 4
August 10, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Walker Jennifer S.

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)
1023 CHERRY ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Process Improvement

MEMPHIS, TN 38117

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Ordinary Shares, par value EUR 0.03 per share | 08/09/2018 | | M ⁽¹⁾ | | 11,466 | A | \$ 23.93 |
| | | | | | 43,245 | (2) | |
| Ordinary Shares, par value EUR 0.03 per share | 08/09/2018 | | S ⁽¹⁾ | | 11,466 | D | \$ 28.5957 |
| | | | | | 31,779 | (2) | |
| | | | | | | | (3) |

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

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SEC 1474
(9-02)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy) | \$ 23.93 | 08/09/2018 | | M | 11,466 | 10/01/2015 05/14/2023 | Ordinary Shares | 11,466 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Walker Jennifer S. 1023 CHERRY ROAD MEMPHIS, TN 38117 | | | SVP, Process Improvement | |

Signatures

/s/ Marija Nelson,
attorney-in-fact

08/10/2018

__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 shares were exercised and sold under a pre-arranged sales instruction pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- (2) Includes 7,838 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 and 7,755 ordinary shares that will be issued over time upon vesting pursuant to restricted stock units granted under the Wright Medical Group N.V. 2017 Equity and Incentive Plan.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.50 to \$28.82 inclusive. The reporting person undertakes to provide to Wright Medical Group N.V., any security holder of Wright Medical Group N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (3) to this Form 4.

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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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