

WEATHERMAN ELIZABETH H
Form 4
November 20, 2018

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)
1023 CHERRY ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2018

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares, par value EUR 0.03 per share	11/19/2018		M		7,800	A	\$ 25.2
					26,251	(1) (2)	D
Ordinary Shares, par value EUR 0.03 per share	11/19/2018		M		5,509	A	\$ 20.62
					31,760	(1)	D
Ordinary Shares,	11/19/2018		S		13,309	D	\$ 28.5717
					18,451	(1)	D

par value										<u>(3)</u>
EUR 0.03										
per share										
Ordinary										
Shares,										\$
par value	11/19/2018		S	2,640	D	28.9165	15,811	<u>(1)</u>	D	
EUR 0.03						<u>(4)</u>				
per share										

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

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(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)	8. F. Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 25.2	11/19/2018		M	7,800	<u>(5)</u> 05/12/2021	Ordinary Shares	7,800
Stock Option (right to buy)	\$ 20.62	11/19/2018		M	5,509	<u>(5)</u> 10/13/2025	Ordinary Shares	5,509

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEATHERMAN ELIZABETH H 1023 CHERRY ROAD MEMPHIS, TN 38117	X			

Signatures

/s/ Marija Nelson,
attorney-in-fact

11/20/2018

__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) Includes 6,408 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.
- (2) Total holdings were increased by one ordinary share due to a rounding error in the Form 4 report that was filed with the SEC on July 26, 2018.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.42 to \$28.76, 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.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.52 to \$28.76, 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.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.52 to \$29.16, 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 (4) to this Form 4.
- (5) This option has fully vested.

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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