

LVB Acquisition, Inc.
Form 4
June 26, 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 *
KKR Associates 8 NA L.P.

2. Issuer Name and Ticker or Trading Symbol
LVB Acquisition, Inc. [NONE]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9 WEST
57TH STREET SUITE 4200

3. Date of Earliest Transaction
(Month/Day/Year)
06/24/2015

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

(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
X Form filed by More than One Reporting Person

NEW YORK, NY 10019

(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
Common Stock	06/24/2015		J ⁽¹⁾		134,008,582.5	D	Ⓣ 0
						I	

See Footnotes (2) (3) (4) (5) (6) (7) (8) (9)

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

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SEC 1474 (9-02)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Associates 8 NA L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019		X		
KKR 8 NA Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019		X		
KKR Fund Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019		X		
KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019		X		

KKR & Co. L.P.
 C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., X
 9 WEST 57TH STREET SUITE 4200
 NEW YORK, NY 10019

KKR Management LLC
 C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., X
 9 WEST 57TH STREET SUITE 4200
 NEW YORK, NY 10019

Signatures

**KKR ASSOCIATES 8 NA L.P. By: KKR 8 NA Limited, its general partner By: /s/
 Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director 06/26/2015

__Signature of Reporting Person Date

**KKR 8 NA LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title:
 Attorney-in-fact for William J. Janetschek, Director 06/26/2015

__Signature of Reporting Person Date

**KKR FUND HOLDINGS L.P. By: KKR Fund Holdings GP Limited, a general partner By:
 /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director 06/26/2015

__Signature of Reporting Person Date

**KKR FUND HOLDINGS GP LIMITED By: /s/ Terence Gallagher Name: Terence
 Gallagher Title: Attorney-in-fact for William J. Janetschek, Director 06/26/2015

__Signature of Reporting Person Date

**KKR GROUP HOLDINGS L.P. By: KKR Group Limited, its general partner By: /s/
 Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director 06/26/2015

__Signature of Reporting Person Date

**KKR GROUP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title:
 Attorney-in-fact for William J. Janetschek, Director 06/26/2015

__Signature of Reporting Person Date

**KKR & CO. L.P. By: KKR Management LLC, its general partner By: /s/ Terence
 Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer 06/26/2015

__Signature of Reporting Person Date

**KKR MANAGEMENT LLC By: /s/ Terence Gallagher Name: Terence Gallagher Title:
 Attorney-in-fact for William J. Janetschek, Chief Financial Officer 06/26/2015

__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) On June 24, 2015, Zimmer Holdings, Inc., (subsequently renamed Zimmer Biomet Holdings, Inc.), a Delaware corporation ("Zimmer"), acquired the Issuer pursuant to that certain Agreement and Plan of Merger between the Issuer, Zimmer and Owl Merger Sub, Inc., a Delaware corporation and an indirect wholly-owned subsidiary of Zimmer ("Merger Sub"), dated as of April 24, 2014 (the "Merger

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Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer continuing as the surviving corporation and an indirect wholly-owned subsidiary of Zimmer (the "Merger"). Pursuant to the Merger Agreement, on June 24, 2015, the effective date of the Merger, each share of Issuer common stock ("Common Stock") was exchanged for \$8.94 in cash and 0.0562 shares of Zimmer common stock.

- Immediately prior to the Merger, KKR Biomet LLC may have been deemed to indirectly beneficially own these shares of Common Stock by virtue of the 1,340,085.82482 membership units of LVB Acquisition Holding, LLC ("Holding") that it holds. Immediately prior to the
- (2) Merger, Holding was the holder of 536,034,330 shares of Common Stock. KKR Biomet LLC is owned by the following entities: KKR 2006 Fund L.P. (the "KKR 2006 Fund"), KKR PEI Investments, L.P. ("PEI Investments"), 8 North America Investor L.P. ("8 North America"), OPERF Co-Investment, LLC ("OPERF"), and KKR Partners III, L.P. ("KKR Partners III").

- As the sole general partner of the KKR 2006 Fund and as the manager of OPERF, immediately prior to the Merger, KKR Associates 2006 L.P. may have been deemed to share voting and dispositive power with respect to any shares of Common Stock beneficially owned by the KKR 2006 Fund and by OPERF. As the sole general partner of KKR Associates 2006 L.P., immediately prior to the Merger, KKR 2006
- (3) GP LLC may also have been deemed to share voting and dispositive power with respect to any shares of Common Stock beneficially owned by the KKR 2006 Fund and by OPERF. As the sole general partner of PEI Investments, immediately prior to the Merger, KKR PEI Associates, L.P. may have been deemed to share voting and dispositive power with respect to any shares of Common Stock beneficially owned by PEI Investments.

- (4) As the sole general partner of KKR PEI Associates, L.P., immediately prior to the Merger, KKR PEI GP Limited may also have been deemed to share voting and dispositive power with respect to any shares of Common Stock beneficially owned by PEI Investments.

- As the sole general partner of 8 North America, immediately prior to the Merger, KKR Associates 8 NA L.P. may have been deemed to share voting and dispositive power with respect to any shares of Common Stock beneficially owned by 8 North America. As the sole
- (5) general partner of KKR Associates 8 NA L.P., immediately prior to the Merger, KKR 8 NA Limited may have been deemed to share voting and dispositive power with respect to any shares of Common Stock beneficially owned by 8 North America.

- Immediately prior to the Merger, each of KKR Fund Holdings L.P. (as the designated member of KKR 2006 GP LLC and the sole shareholder of KKR PEI GP Limited and KKR 8 NA Limited); KKR Fund Holdings GP Limited (as a general partner of KKR Fund Holdings L.P.); KKR Group Holdings L.P. (as a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund
- (6) Holdings GP Limited); KKR Group Limited (as the sole general partner of KKR Group Holdings L.P.); KKR & Co. L.P. (as the sole shareholder of KKR Group Limited) and KKR Management LLC (as the sole general partner of KKR & Co. L.P.) may have been deemed to share voting and dispositive power with respect to any shares of Common Stock beneficially owned by the KKR 2006 Fund, OPERF, PEI Investments and 8 North America.

- As the sole general partner of KKR Partners III, immediately prior to the Merger, KKR III GP LLC may have been deemed to share voting and dispositive power with respect to any shares of Common Stock beneficially owned by KKR Partners III. As the designated
- (7) members of KKR Management LLC and the managers of KKR III GP LLC, immediately prior to the Merger, Henry R. Kravis and George R. Roberts may have been deemed to share voting and dispositive power with respect to any shares of Common Stock beneficially owned by the KKR 2006 Fund, OPERF, 8 North America, PEI Investments and KKR Partners III.

- Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Reporting Persons state
- (8) that this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any securities reported herein, and the Reporting Persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

- Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system,
- (9) KKR Biomet LLC, KKR 2006 Fund L.P., KKR PEI Investments, L.P., 8 North America Investor L.P., OPERF Co-Investment, LLC, KKR Partners III, L.P., KKR Associates 2006 L.P., KKR 2006 GP LLC, KKR PEI Associates, L.P., KKR PEI GP Limited, Henry R. Kravis, George R. Roberts and KKR III GP LLC have made separate Form 4 filings.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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