

Wright Medical Group N.V.
Form 4
October 05, 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 *
Berry Lance A

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)
10/01/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP & CFO

MEMPHIS, TN 38117

(City) (State) (Zip)

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

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	10/01/2015		A		68,765	A	€
Ordinary Shares, par value EUR 0.03 per share	10/02/2015		S ⁽²⁾		5,669	D	\$ 21.19 ⁽³⁾

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)		
					V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.94	10/01/2015		A		3,839		10/01/2015	04/04/2016	Ordinary Shares	3,839
Stock Option (Right to Buy)	\$ 18.94	10/01/2015		A		3,893		10/01/2015	04/04/2016	Ordinary Shares	3,893
Stock Option (Right to Buy)	\$ 28.32	10/01/2015		A		10,309		10/01/2015	05/14/2018	Ordinary Shares	10,309
Stock Option (Right to Buy)	\$ 15.01	10/01/2015		A		6,575		10/01/2015	05/13/2019	Ordinary Shares	6,575
Stock Option (Right to Buy)	\$ 17.82	10/01/2015		A		9,635		10/01/2015	05/13/2020	Ordinary Shares	9,635
Stock Option (Right to Buy)	\$ 15.04	10/01/2015		A		12,528		10/01/2015	05/11/2021	Ordinary Shares	12,528
Stock Option (Right to Buy)	\$ 17.7	10/01/2015		A		1,924		10/01/2015	04/16/2022	Ordinary Shares	1,924

Stock Option (Right to Buy)	\$ 20.75	10/01/2015	A	19,557	10/01/2015	05/09/2022	Ordinary Shares	19,557
Stock Option (Right to Buy)	\$ 23.93	10/01/2015	A	30,602	10/01/2015	05/14/2023	Ordinary Shares	30,602
Stock Option (Right to Buy)	\$ 29.06	10/01/2015	A	18,262	10/01/2015	05/13/2024	Ordinary Shares	18,262

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Berry Lance A 1023 CHERRY ROAD MEMPHIS, TN 38117			Sr. VP & CFO	

Signatures

/s/ Marija S. Nelson,
Attorney-in-fact

10/05/2015

__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) Received in exchange for 66,704 common shares of Wright Medical Group, Inc. ("Wright") pursuant to the Agreement and Plan of Merger by and among the issuer, Tornier N.V. ("TRNX"), Trooper Holdings Inc., and Trooper Merger Sub Inc., which became effective on October 1, 2015, (the "Merger"). On the date prior to the effective time of the Merger, the closing price of Wright's common shares was \$21.02 per share and the closing price of TRNX's ordinary shares was \$20.39 per share.
 - (2) The shares were sold pursuant to a Rule 10b5-1 to satisfy applicable withholding obligations upon vesting of restricted stock.
 - (3) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$21.05 to \$21.35, inclusive. The reporting person undertakes to provide to the issuer, any shareholder of the issuer, 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) Received in the merger in exchange for an employee stock option to acquire 3,724 Wright shares for \$19.52 per share.
 - (5) Received in the merger in exchange for an employee stock option to acquire 3,777 Wright shares for \$19.52 per share.
 - (6) Received in the merger in exchange for an employee stock option to acquire 10,000 Wright shares for \$29.19 per share.
 - (7) Received in the merger in exchange for an employee stock option to acquire 6,378 Wright shares for \$15.47 per share.
 - (8) Received in the merger in exchange for an employee stock option to acquire 9,347 Wright shares for \$18.37 per share.
 - (9) Received in the merger in exchange for an employee stock option to acquire 12,153 Wright shares for \$15.50 per share.
 - (10) Received in the merger in exchange for an employee stock option to acquire 1,867 Wright shares for \$18.24 per share.

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- (11) Received in the merger in exchange for an employee stock option to acquire 18,971 Wright shares for \$21.39 per share.
- (12) Received in the merger in exchange for an employee stock option to acquire 29,685 Wright shares for \$24.66 per share.
- (13) Received in the merger in exchange for an employee stock option to acquire 17,715 Wright shares for \$29.95 per share.

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.