

WRIGHT MEDICAL GROUP INC
Form 425
February 02, 2015

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 28, 2015

TORNIER N.V.

(Exact name of registrant as specified in its charter)

The Netherlands
(State or other jurisdiction)

1-35065
(Commission)

98-0509600
(I.R.S. Employer)

of incorporation)

File Number)

Identification No.)

Prins Bernhardplein 200

1097 JB Amsterdam

The Netherlands

(Address of principal executive offices)

None

(Zip Code)

(+ 31) 20 675-4002

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On January 28, 2015, Tornier N.V. (Tornier) and Wright Medical Group, Inc. (Wright) have each received a request for additional information and documentary materials, often referred to as a second request, from the United States Federal Trade Commission (the FTC) in connection with the proposed combination of Tornier and Wright (the Merger). Issuance of the second request extends the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, until 30 days after both parties have substantially complied with the second request, unless the waiting period is terminated earlier by the FTC. Both companies are cooperating with the FTC staff in the review of the Merger.

Important Additional Information and Where to Find It

In connection with the proposed merger, Tornier has filed with the U.S. Securities and Exchange Commission (the SEC) a registration statement on Form S-4 that includes a preliminary joint proxy statement of Wright and Tornier that also constitutes a preliminary prospectus of Tornier. The registration statement has not yet been declared effective by the SEC and will be amended by Tornier at a future date. Wright and Tornier will make the final joint proxy statement/prospectus available to their respective shareholders at a future date once the Form S-4 registration statement has been finalized and declared effective by the SEC. Investors are urged to read the final joint proxy statement/prospectus when it becomes available, because it will contain important information. The Form S-4 registration statement, definitive joint proxy statement/prospectus and other documents filed by or to be filed by Tornier and Wright with the SEC are and will be available free of charge at the SEC 's website (www.sec.gov) and from Tornier and Wright. Requests for copies of the joint proxy statement/prospectus and other documents filed by Wright with the SEC may be made by contacting Julie D. Tracy, Senior Vice President and Chief Communications Officer by phone at (901) 290-5817 or by email at julie.tracy@wmt.com, and request for copies of the joint proxy statement/prospectus and other documents filed by Tornier may be made by contacting Shawn McCormick, Chief Financial Officer by phone at (952) 426-7646 or by email at shawn.mccormick@tornier.com.

Participants in the Solicitation

Wright, Tornier, and their respective directors, executive officers and employees, may be deemed to be participants in the solicitation of proxies from Wright 's and Tornier 's respective shareholders in connection with the proposed transaction. Information about the directors and executive officers of Wright and their ownership of Wright stock is set forth in Wright 's annual report on Form 10-K for the fiscal year ended December 31, 2013, which was filed with the SEC on February 27, 2014 and its proxy statement for its 2014 annual meeting of stockholders, which was filed with the SEC on March 31, 2014. Information regarding Tornier 's directors and executive officers is contained in Tornier 's annual report on Form 10-K for the fiscal year ended December 29, 2013, which was filed with the SEC on February 21, 2014, and its proxy statement for its 2014 annual general meeting of shareholders, which was filed with the SEC on May 16, 2014. These documents can be obtained free of charge from the sources indicated above. Certain directors, executive officers and employees of Wright and Tornier may have direct or indirect interest in the transaction due to securities holdings, vesting of equity awards and rights to severance payments. Additional information regarding the participants in the solicitation of Wright and Tornier shareholders is included in the Form S-4 registration statement and will be included in the final joint proxy statement/prospectus that will be made available to stockholders.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 2, 2015

TORNIER N.V.

By: /s/ Kevin M. Klemz

Name: Kevin M. Klemz

Title: Senior Vice President, Chief Legal Officer and
Secretary