

WRIGHT MEDICAL GROUP INC

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 *
WATSON DOUGLAS G2. Issuer Name and Ticker or Trading Symbol
WRIGHT MEDICAL GROUP INC
[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)

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 (D) Price			
Common Stock	10/01/2015		D	31,688 D <u>11</u>	0	D	

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)**

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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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Outside Director Stock Option (Right to Buy)	\$ 22.32	10/01/2015		D		4,611		<u>(2)</u>	06/19/2018	Common Stock	4,611
Outside Director Stock Option (Right to Buy)	\$ 19.08	10/01/2015		D		5,557		<u>(2)</u>	06/18/2019	Common Stock	5,557
Outside Director Stock Option (Right to Buy)	\$ 24.27	10/01/2015		D		4,454		<u>(2)</u>	06/17/2020	Common Stock	4,454
Outside Director Stock Option (Right to Buy)	\$ 24.66	10/01/2015		D		15,000		<u>(2)</u>	05/14/2023	Common Stock	15,000
Outside Director Stock Option (Right to Buy)	\$ 29.95	10/01/2015		D		10,000		<u>(2)</u>	05/13/2024	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

WATSON DOUGLAS G
1023 CHERRY ROAD
MEMPHIS, TN 38117

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).

Disposed of pursuant to the Agreement and Plan of Merger by and among the issuer, Tornier N.V., Trooper Holdings Inc., and Trooper

- (1) Merger Sub Inc., which became effective on October 1, 2015, in exchange for 32,667 Wright Medical Group N.V. ("Wright N.V.") ordinary shares having a market value of \$20.39 per share at the effective time of the merger.
- (2) The outside director stock option vests in equal annual installments over a period of four years after the grant date.
- (3) This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 4,753 Wright N.V. at a price of \$21.66 per share.
- (4) This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 5,728 Wright N.V. at a price of \$18.51 per share.
- (5) This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 4,591 Wright N.V. at a price of \$23.55 per share.
- (6) This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 15,463 Wright N.V. at a price of \$23.93 per share.
- (7) This option was assumed by Wright N.V. in the merger and replaced with an option to purchase 10,309 Wright N.V. at a price of \$29.06 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.

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