

Tornier N.V.  
Form 4  
March 03, 2014

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CARNEY SEAN**

(Last) (First) (Middle)

**C/O WARBURG PINCUS LLC, 450  
LEXINGTON AVENUE**

(Street)

**NEW YORK, NY 10017**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Tornier N.V. [TRNX]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/28/2014**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Ordinary Shares, par value EUR 0.03 per share	02/28/2014		S		5,125,000	D \$ 18.94 <u>(1)</u>	10,721,809	I	See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u>
Ordinary Shares, par value EUR 0.03 per share							22,246 <u>(5)</u>	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)

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 Beneficially Owned Following Transaction (Instr. 10)
				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
CARNEY SEAN C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		

## Signatures

/s/ Sean D.  
Carney

03/03/2014

\*\*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) Represents a public offering price of \$18.94 per ordinary share (the "Ordinary Shares") pursuant to a Purchase Agreement dated February 24, 2014.
- Consists of 10,721,809 Ordinary Shares held by TMG Holdings Cooperatief U.A., a Dutch cooperatief ("TMG"). TMG is wholly owned by Warburg Pincus (Bermuda) Private Equity IX, L.P., a Bermuda limited partnership ("WP Bermuda IX") and WP (Bermuda) IX PE Ltd., a Bermuda company ("WPIX PE One"). The general partner of WP Bermuda IX is Warburg Pincus (Bermuda) Private Equity Ltd., a Bermuda exempted company ("WP Bermuda Ltd."). WP Bermuda IX is managed by Warburg Pincus LLC, a New York limited liability company ("WP LLC" and, together with WP Bermuda IX, WPIX PE One and WP Bermuda Ltd., the "Warburg Pincus Entities").
- (3)

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Charles R. Kaye and Joseph P. Landy are the Managing General Partners of Warburg Pincus & Co., a New York general partnership ("WP"), and Managing Members and Co-Chief Executive Officers of WP LLC and may be deemed to control the Warburg Pincus Entities. Each of the Warburg Pincus Entities and Mr. Charles R. Kaye and Mr. Joseph P. Landy (collectively, the "Warburg Pincus Reporting Persons") has shared voting and investment control of all of the Ordinary Shares referenced above. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Warburg Pincus Reporting Persons may be deemed to be the beneficial owners of the Ordinary Shares referenced above. Each of the Warburg Pincus Reporting Persons disclaims beneficial ownership of all of the Ordinary Shares referenced above except to the extent of any indirect pecuniary interest therein.

Mr. Carney is a Partner of WP and a Member and a Managing Director of WP LLC. All Ordinary Shares indicated as owned by Mr. Carney are included because of his affiliation with the Warburg Pincus Entities. Mr. Carney disclaims beneficial ownership of all

- (4) securities that may be deemed to be beneficially owned by the Warburg Pincus Entities, except to the extent of any pecuniary interest therein. This Form 4 shall not be deemed an admission that Mr. Carney or any other person referred to herein is a beneficial owner of any securities for purposes of Section 16 of the Exchange Act or for any other purpose.
- (5) Consists of 9,655 Shares that will be issued over time upon vesting pursuant to restricted stock units granted under the Tornier N.V. 2010 Incentive Plan, as amended.

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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