

Wright Medical Group N.V.

Form 4

February 23, 2017

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WALLMAN RICHARD F**

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)  
**02/22/2017**

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

**MEMPHIS, TN 38117**

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

(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 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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares, par value EUR 0.03 per share	02/22/2017		M <sup>(1)</sup>	16,375 A	\$ 16.98 76,001 <sup>(2)</sup>	D	
Ordinary Shares, par value EUR 0.03 per share	02/22/2017		S <sup>(1)</sup>	16,375 D	\$ 28.25 59,626 <sup>(2)</sup>	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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. Amount or Number of Shares
Stock Option (right to buy)	\$ 16.98	02/22/2017		M <sup>(1)</sup>	16,375	<sup>(3)</sup> 12/08/2018	Ordinary Shares	16,375

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALLMAN RICHARD F 1023 CHERRY ROAD MEMPHIS, TN 38117	X			

## Signatures

/s/ Marija Nelson,  
attorney-in-fact

02/23/2017

\_\_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) The option exercise and sale of shares reported on this Form 4 were effected under a pre-arranged Rule 10b5-1 trading plan adopted by the reporting person on August 5, 2016.
- (2) Includes 4,094 ordinary shares that will be issued over time upon vesting pursuant to a restricted stock unit granted under the Wright Medical Group N.V. Amended and Restated 2010 Incentive Plan.
- (3) This option fully vested on December 8, 2012.

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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