

OBOYLE KEVIN C

Form 4

November 14, 2018

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
OBOYLE KEVIN C

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)
11/12/2018

☒ 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|--|---|---|
| Ordinary Shares, par value EUR 0.03 per share | 11/12/2018 | | M ⁽¹⁾ | 12,740 A | \$ 22.5 35,130 ⁽²⁾ ⁽³⁾ | D | |
| Ordinary Shares, par value EUR 0.03 per share | 11/12/2018 | | S ⁽¹⁾ | 12,740 D | \$ 30.1437 ⁽⁴⁾ 22,390 ⁽²⁾ | D | |
| Ordinary Shares, | 11/13/2018 | | M ⁽¹⁾ | 4,537 A | \$ 22.5 26,927 ⁽²⁾ | D | |

par value
EUR 0.03
per share

Ordinary
Shares,

| | | | | | | | | |
|-----------|------------|------------------|-------|---|----------------|---------|-----------------------|---|
| par value | 11/13/2018 | S ⁽¹⁾ | 4,537 | D | \$ | 30.0213 | 22,390 ⁽²⁾ | D |
| EUR 0.03 | | | | | ⁽⁵⁾ | | | |
| per share | | | | | | | | |

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 (Instr. 3 and 4) | |
|---|---|---|---|---|--|--|-----|---|--------------------|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 22.5 | 11/12/2018 | | M ⁽¹⁾ | | 12,740 | | ⁽⁶⁾ | 06/03/2020 | Ordinary Shares | 12,740 |
| Stock Option (right to buy) | \$ 22.5 | 11/13/2018 | | M ⁽¹⁾ | | 4,537 | | ⁽⁶⁾ | 06/03/2020 | Ordinary Shares | 4,537 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OBOYLE KEVIN C 1023 CHERRY ROAD MEMPHIS, TN 38117 | X | | | |

Signatures

/s/ Marija Nelson,
attorney-in-fact

11/14/2018

__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) These shares were exercised and sold under a pre-arranged sales instruction pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- (2) Includes 3,804 ordinary shares that will be issued over time upon vesting pursuant to a restricted stock unit granted under the Wright Medical Group N.V. 2017 Equity and Incentive Plan.
- (3) Total holdings were increased by one ordinary share due to a rounding error in the Form 4 report that was filed with the SEC on July 26, 2018.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.00 to \$30.35, inclusive. The reporting person undertakes to provide to Wright Medical Group N.V., any security holder of Wright Medical Group N.V., 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) to this Form 4.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.00 to \$30.10, inclusive. The reporting person undertakes to provide to Wright Medical Group N.V., any security holder of Wright Medical Group N.V., 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 (5) to this Form 4.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.00 to \$30.10, inclusive. The reporting person undertakes to provide to Wright Medical Group N.V., any security holder of Wright Medical Group N.V., 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 (5) to this Form 4.
- (6) This option has fully vested.

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.